

NSKA

NATIONAL SPORT KARATE AUSTRALIA LTD.

(Constitution)

2021

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CONSTITUTION

National Sport Karate Australia LTD

1. NAME

The name of the organisation is National Sport Karate Australia (**NSKA**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the Corporations Act (2001).

“**Board**” means the body managing NSKA and consisting of the directors.

“**Chairman**” means the elected Director in charge of the board.

“**Constitution**” means this Constitution.

“**Director**” means a Member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

“**Executive General Manager**” means the senior most executive leader of NSKA.

“**General Meeting**” means the annual or any special general meeting of NSKA.

“**Individual Member**” means a registered, financial Member of NSKA.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Organisation or any activity of or conducted, promoted or administered by the Organisation anywhere in Australia.

“**Life Member**” means an Individual appointed as a Life Member of NSKA under **clause 5.2**.

“**Member**” means a Member of NSKA for the time being under **clause 5**.

“**NSO**” means National Sporting Organisation.

“**Objects**” means the Objects of NSKA in **clause 3**.

“**Public Officer**” means the person appointed to be the public officer of the organisation in accordance with the Act.

“**Register**” means a register of Members kept and maintained in accordance with **clause 7**.

“**Seal**” means the common Seal of NSKA (if any).

“**Special Resolution**” means a Special Resolution defined in the Act.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF NSKA

NSKA is established solely for these Objects. The Objects of NSKA are established to:

- (a) conduct, encourage, promote, advance and administer Martial Arts throughout Australia
- (b) act, at all times, on behalf of and in the interest of the Members and Martial Arts in Australia
- (c) Become or otherwise liaise with the NSO of which Martial Arts is represented and adopt their rule and policy frameworks to further these Objects
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Martial Arts as may be determined from time to time by NSKA or if and as may be necessary for the management and control of Martial Arts and related activities in Australia;
- (e) advance the operations and activities of NSKA throughout Australia;
- (f) have regard to the public interest in its operations; and
- (g) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF NSKA

Solely for furthering the Objects, NSKA has the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

4.1 Execution of Power

The execution of the above mentioned powers shall reside with the Executive General Manager in consultation with the Chairman and wider board to ensure the interests of NSKA are preserved

5. MEMBERS

5.1 Members

The Members of NSKA shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;
- (b) Individual Members, who are subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.
- (c) Organisational Members, who are subject to this Constitution, who will appoint a representative to have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.

5.2 Life Members

- (a) The Board may recommend to the annual general meeting that any natural person who has rendered distinguished service to NSKA be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject NSKA's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

6. MEMBERSHIP APPLICATION

6.1 Application for Membership

An application for membership must be:

- (a) in writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with NSKA; and
- (b) accompanied by the appropriate fee.

6.2 Discretion to Accept or Reject Application

- (a) NSKA may accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. NSKA shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where NSKA accepts an application, the applicant shall become a Member. membership shall be deemed to commence upon acceptance of the application by NSKA. The Register shall be amended accordingly as soon as practicable.
- (c) Where NSKA rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by NSKA.

6.3 Renewal

Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by NSKA in Regulations from time to time.

6.4 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of NSKA shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Any Members of NSKA, prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBERS

7.1 Register

NSKA shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address and date of entry of each Member; and
- (b) where applicable, the date of termination of membership of any Member.

Members shall provide notice of any change and required details to NSKA within one month of such change.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and NSKA and that they are bound by this Constitution and the Regulations.
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of NSKA.
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Martial Arts
- (e) they are entitled to all benefits, advantages, privileges and services of Organisation membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to NSKA may resign or withdraw from membership of NSKA by giving one month's notice in writing to NSKA.
- (b) Once NSKA receives a notice of resignation of membership given under **clause 9.1(a)**, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

9.2 Discontinuance for Breach

- (a) Membership of NSKA may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to NSKA, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **clause 9.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by NSKA giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

9.3 Member to Re-Apply

A Member whose membership has been discontinued under **clauses 9.1 or 9.2**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

9.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon NSKA and its property and shall not use any property of NSKA including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to NSKA immediately.

9.5 Membership may be Reinstated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE

- (a) The Board may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of NSKA and/or Martial Arts
 - (iii) brought NSKA, any other Member or Martial Arts into disrepute.
- That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of NSKA set out in the Regulations.
- (b) The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations but is subject always to the Act.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription and any fees or other levies payable by Members to NSKA and the time for and manner of payment shall be as determined by the Board.

12. EXISTING DIRECTORS

The Members of the administrative or governing body of International Sports Karate Association Australia Incorporated in office immediately prior to approval of this Constitution shall transition to and continue in those positions until the next annual general meeting following the adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of NSKA shall be managed and the powers of NSKA shall be exercised by the Board. In particular, the Board shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout Australia.

14. COMPOSITION OF THE BOARD

14.1 Composition of the Board

The Board shall comprise:

- (a) six elected directors who must all be Members and who shall be elected under **clause 15**; and
- (b) up to two appointed directors who need not be Members and who may be appointed by the Directors in accordance with **clause 16**.
- (c) The Executive General Manager as appointed by the board. Who will assume the position of Managing Director, Secretary, Public Officer.

14.2 Election and Appointment of Directors

- (a) The elected Directors shall be elected under **clause 15**.
- (b) The appointed Directors may be appointed under **clause 16**.
- (c) The board will subsequently elect from their numbers a Chairman. Should the board elect an appointed director or the General Manager in their capacity as Managing Director, the position of chair will be relinquished in 12 months as opposed to the full term should the nominated chair be an elected director.
- (d) The board will appoint the Executive General Manager and by virtue of this appointment the Executive General Manager will take a seat on the board as Managing Director. As per **clause 14.1(c)**.

14.3 Portfolios

The Board may allocate portfolios to directors.

15. ELECTED DIRECTORS

15.1 Nomination for Board

Nominations for elected Director positions shall be called for forty-eight (48) days prior to the annual general meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Board from time to time. Nominees for elected Director positions must declare any position they hold in any other NSO, SSO or RSO.

15.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two Individual Members;
- (d) certified by the nominee (who must be a Member) expressing his willingness to accept the position for which he is nominated; and
- (e) delivered to NSKA not less than five (5) days before the date fixed for the annual general meeting.

15.3 Elections

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 19.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.
- (d) Voting shall be conducted in the following manner
 - (i) Informal votes are identified and removed from the count.
 - (ii) All the '1' votes are counted for each candidate. If a candidate receives more than 50% of these formal first preference votes they are elected.
 - (iii) Following, The candidate with the fewest votes is excluded from the count. The votes for this candidate are then transferred to the candidate numbered '2' on each of their ballot papers, the voters' 'second preference'.
 - (iv) This process continues until each seat is filled with a majority candidate

15.4 Term of Appointment for Elected Directors

- (a) Directors elected under **clause 15** shall be elected for a term of four (4) years. Subject to provisions in this Constitution relating to early retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the fourth annual general meeting following.
- (b) Only a maximum of Four (4) elected Directors shall retire in each year.
- (c) The sequence of retirements under **clause 15.4(b)** to ensure rotational terms shall be determined by the Board. If the Board can not agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms (16 years) shall be eligible for election as an elected Director until the next annual general meeting following the date of conclusion of his last term as an elected Director.

16. APPOINTED DIRECTORS

16.1 Appointment of Directors

The Chairman may appoint up to two (2) appointed Directors.

16.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Members.

16.3 Term of Appointment

- (a) Appointed directors may be appointed by the Chairman under this Constitution for a term of two years, which shall commence from the first Board meeting after the annual general meeting until after the conclusion of the second annual general meeting that follows.
- (b) Appointed Directors may be appointed to ensure rotational terms that coincide with the elected Directors' rotational terms.
- (c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Board.
- (d) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of four (4) consecutive full terms (8 years) shall be eligible for appointment as an appointed Director until the next annual general meeting following the date of conclusion of his last term as an appointed Director.

17. CHAIRMAN

The Elected Directors shall elect from amongst their own ranks a chairman. The Chairman will serve as the highest constitutional authority of NSKA and as a result will share the power and responsibility of running the Organisation with the Executive General Manager.

The Chairman in conjunction with the board of Directors will be responsible for the strategic aspects of the Organisation.

17.1 CHAIRMAN Emeritus

Following an election that see's the incumbent chairman retire from the board the newly elected chairman may at his or her discretion invite the outgoing chairman to remain a participant/observer to the board for a period of upto 1year to ensure continuation of governance . This engagement does not allow any formal power entitlement and should simply be used for an advisory capacity.

18. EXECUTIVE GENERAL MANAGER

The Executive General Manager will be appointed by the board and hold the highest executive authority of NSKA and as a result will share the power and responsibility of running the Organisation with the Chairman under the full guidance of the board.

The Executive General Manager will be responsible for the operational aspects of the Organisation. As well as assume the responsibility of managing director, public officer and company secretary.

18.1 EXECUTIVE CHAIR

Should the board elect the Executive General Manager to the position of Chairman in their capacity as managing director the Executive General Manager will be able to accept and hold both positions. However in this circumstance the board should reiterate its support for this individual by way of revoting for a chairman at annual intervals.

19. VACANCIES ON THE BOARD

19.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

19.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- (d) resigns his office in writing to NSKA
- (e) is absent without the consent of the Board from meetings of the Board held during a period of six months
- (f) holds any office of employment with NSKA without the approval of the Board
- (g) is directly or indirectly interested in any contract or proposed contract with NSKA and fails to declare the nature of that interest
- (h) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of NSKA
 - (ii) has brought NSKA into disrepute
 - (iii) is removed by Special Resolution; or
 - (iv) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth.)*.

19.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act. However, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

20. MEETINGS OF THE BOARD

20.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time convene a meeting of the Board within reasonable time.

20.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of directors shall for all purposes be deemed a determination of the Board. All directors shall have one vote on any question. Where voting is equal, the chairman may exercise a casting vote. If the chairman does not exercise a casting vote, the motion will be lost.

20.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the directors is not physically present at the meeting, provided that:
 - (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
 - (ii) Notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that directors are not required to be present in person.
 - (iii) If a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by the number of directors which constitutes a quorum, and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
 - (iv) Any meeting held where one or more of the directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a director is there present. If no director is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

20.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is six (6). The Chairman and/or the Executive General Manager must be present.

20.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

20.6 Conflict of Interest

A Director shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the Board, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the director casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

20.7 Disclosure of Interests

- (a) The nature of the interest of a director must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If a director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the director becomes interested.
- (b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

20.8 General Disclosure

A general notice stating that a director is a Member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 20.7**. After the distribution of the general notice, it is not necessary for the director to give a special notice regarding any particular transaction with that firm or company.

20.9 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a director in accordance with **clauses 18.7, 20.7** and/or **20.8** must be recorded in the minutes of the relevant meeting.

21. DELEGATIONS

21.1 Delegation of Functions

The Executive General Manager in consultation with the Board may, by instrument in writing, create, establish or appoint special committees, Individual officers and consultants to carry out specific duties and functions.

It will determine what powers these committees are given. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

21.2 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

21.3 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **clause 20**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

21.4 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

21.5 Revocation of Delegation

At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

22. SEAL

- (a) NSKA may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in NSKA's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

23. ANNUAL GENERAL MEETING

- (a) NSKA's annual general meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Board.
- (b) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.

24. SPECIAL GENERAL MEETINGS

24.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.

24.2 Requisition of Special General Meetings

- (a) The secretary will convene a special general meeting when five per cent of Members (no less) submit a requisition in writing.
- (b) The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to NSKA. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a special general meeting to be held one month after the date in which the requisition is sent to NSKA, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.
- (d) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Board.

25. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Life Member and Individual Member entitled to receive notice. Notices shall be sent to the addresses appearing in NSKA's Register. The auditor and Directors shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote.
- (d) Notice of every general meeting shall be given in the manner authorised in **clause 39**.

26. BUSINESS

- (a) The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Board and auditors, the election of directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in **clause 26(a)**, shall be special business.
- (c) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

27. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to NSKA no less than thirty-five days (excluding receiving date and meeting date) prior to the general meeting.

28. PROCEEDINGS AT GENERAL MEETINGS

28.1 Chairperson to Preside

The Chairman of the Board shall, subject to this Constitution, preside as chair at every general meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest exists.

If the Chairman is not present, or is unwilling or unable to preside, the Executive General Manager shall preside or appoint another director to preside as chairperson for that meeting only.

28.2 Adjournment of Meeting

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (c) Except as provided in **clause 28.2** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

28.3 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairman; or
- (b) a simple majority of the Members.

28.4 Recording of Determinations

Unless a poll is demanded under **clause 28.3**, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in NSKA's book of proceedings.

28.5 Where Poll Demanded

If a poll is duly demanded under **clause 28.3** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

29. VOTING AT GENERAL MEETINGS

29.1 Members Entitled to Vote

Each Individual Member shall be entitled to one vote at General Meetings. No other Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **clause 5.1**.

29.2 Chairperson May Exercise Casting Vote

Where voting at General Meetings is equal, the Chairman may exercise a casting vote. If the Chairman does not exercise a casting vote the motion will be lost.

29.3 Proxy Voting

Proxy voting shall not be permitted at all Meetings.

29.4 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

30. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
 - (i) another Member; or
 - (ii) NSKA.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the Executive General Manager
- (d) The Board may prescribe additional grievance procedures in the Regulations consistent with this **clause 29.4**.

31. RECORDS AND ACCOUNTS

31.1 Records

NSKA shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of NSKA and the Board). It shall produce these as appropriate at each Board or general meeting.

31.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Secretary.

31.3 Board to Submit Accounts

The Board shall submit NSKA's statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.

31.4 Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

31.5 Accounts to be Sent to Members

The Secretary shall cause to be sent to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

31.6 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to NSKA, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised directors or in such other manner as the Board determines.

32. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by NSKA in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by NSKA in a general meeting.
- (b) The accounts of NSKA shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

33. INCOME

33.1 Income and property of the Organisation shall be derived from such sources as the Board determines from time to time.

33.2 The income and property of NSKA shall be applied solely towards the promotion of the Objects.

33.3 Except as prescribed in this Constitution or the Act:

(a) no portion of the income or property of NSKA shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member

(b) no remuneration or other benefit in money or money's worth shall be paid or given by NSKA to any Member who holds any office of NSKA.

33.4 The directors will approve all payments.

33.5 The Organisation will not make distributions to its members or pay fees to directors.

34. WINDING UP

- (a) Subject to this Constitution NSKA may be wound up in accordance with the Act.
- (b) The liability of the Members of NSKA is limited.
- (c) Every Member undertakes to contribute to the assets of NSKA in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of NSKA contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up NSKA, such an amount not exceeding ten dollars (\$10.00).

34.2 DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of NSKA there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of NSKA. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on NSKA by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution.

35. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

36. REGULATIONS

36.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of NSKA, the advancement of the purposes of NSKA and Martial Arts in Australia. Such Regulations must be consistent with the Constitution and any policy directives of the Board.

36.2 Regulations Binding

All Regulations are binding on NSKA and all Members.

36.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of NSKA in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

36.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Board and prepared and issued by NSKA. NSKA shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

37. STATUS AND COMPLIANCE OF CLUB

37.1 Recognition of Club

NSKA is intended to be recognised by all as the entity responsible for the delivery of Martial Arts in Australia and is subject to compliance with this Constitution.

37.2 Constitution of NSKA

This Constitution will clearly reflect the Objects of NSKA, subject always to the Act.

38. NOTICE

- (a) Notices may be given by NSKA to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

39. INDEMNITY

- (a) Every director and employee of NSKA will be indemnified out of the property and assets of NSKA against any liability incurred by them in their capacity as director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) NSKA shall indemnify its directors and employees against all damages and losses (including legal costs) for which any such director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a director, performed or made while acting on behalf of and with the authority, express or implied, of NSKA; or
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by NSKA.