

合氣道光氣會
AIKIDO KOKIKAI AUSTRALIA

Constitution

Aikido Kokikai Australia Limited

A.C.N 158 929 036

(A public company limited by guarantee)

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Part 1 - Preliminary

1 Definitions

1.1 *In this constitution:*

AKA means Aikido Kokikai Australia Ltd

Director-General means the Director-General of the Department of Services, Technology and Administration

dojo means a person, club, business or organisation responsible for a venue where aikido is practiced under the AKA name and has been approved by the AKA committee

dojo leader means the person responsible for the running a dojo, or nominated to represent a dojo on behalf of its students

dojo representative means a person voting on behalf of a dojo in circumstances when the dojo leader is not available or has chosen to nominate someone else

instructor means an AKA certified instructor

member means a member of AKA

student means a student undertaking training of Aikido at an AKA dojo

the committee means the body formed by the AKA dojo leaders and executive committee

the executive committee means the executive management committee which includes the President, the Vice President, the Treasurer and the Secretary

office bearers means the members of the executive committee

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

secretary means:

(a) the person holding office under this constitution as secretary of the AKA

special general meeting means a general meeting of AKA other than an annual general meeting

the Act means the *Corporations Act 2001*

a dispute means a disagreement between 2 or more parties

a complaint means a formal expression of dissatisfaction

In this constitution:

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

1.2 Company Structure

- (1) AKA is a public company limited by guarantee
- (2) The annual number of members is dictated by the number of dojos operating under the approval of AKA
- (3) The members of AKA consists of 1 dojo leader for each current dojo
- (4) AKA is required to pursue charitable purposes only, (i.e. to educate people in aikido and enhance their lives through to practice of aikido) and to apply its income in promoting those purposes
- (5) AKA will not distribute profits to any of its members, students or pay fees to its executives
- (6) Each member or student shall give consent in writing to guarantee the contribution of their annual subscription fee in the case of AKA winding up as a company

Part 2 - Membership

2 Membership generally

- (1) A person is eligible to be a member of AKA if:
 - (a) the person is a natural person, and
 - (b) the person is a dojo leader, and
 - (c) the person has been nominated and approved for membership of AKA in accordance with clause (3).
 - (d) the person is judged capable of undertaking aikido training with no undue safety risk towards themselves or others practicing aikido

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- (e) the person is not hindered by any health issues that could prove dangerous to themselves or others during aikido training
- (f) the person accepts, by way of signature, the terms and conditions of training as stated in the AKA subscription form

3 Nomination for membership

- (1) A nomination of a person for membership of AKA must be submitted in writing to the executive committee.
- (2) As soon as practicable after receiving a nomination for membership, the executive committee must refer the nomination to the committee who will determine whether to approve or to reject the nomination via a vote. To qualify as a member a two thirds majority vote by the committee must be achieved.
- (3) As soon as practicable after the committee makes that determination, the executive committee must:
 - (a) notify the nominee that the committee has approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this section (14) of this by a member as entrance fee and annual subscription.
- (4) The executive committee, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of AKA.

4 Cessation of membership

A person ceases to be a member of AKA if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from AKA, or
- (d) fails to pay the annual subscription fee under clause (14) within 28 days after the fee is due.

5 Membership not transferable

A right, privilege or obligation which a person has by reason of being a member of AKA:

- (a) is not capable of being transferred or transmitted to another person, and

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(b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of AKA may resign from membership of AKA by first giving to the secretary or the executive committee written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of AKA ceases to be a member under subclause (6)(1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The secretary of AKA must establish and maintain a register of members of AKA specifying the name and postal or residential address of each person who is a member of AKA together with the date on which the person became a member.
- (2) The register of members must be kept:
 - (a) at the main premises of AKA, or
 - (b) if AKA has no premises, at AKA's official address and / or
 - (c) on an online database, accessible by dojo leaders
- (3) The register of members must be open for inspection, free of charge by any member of AKA at any reasonable hour.
- (4) A member of AKA may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) Only a member's name and dojo will be available for inspection on request
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to AKA or other material relating to the AKA, or
 - (b) any other purpose necessary to comply with a requirement of the Australian Privacy Regulation Act 2006.

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Part 3 – Instructor

8 Instructor generally

- (1) AKA will set and document criteria required to become a certified AKA instructors. Alterations to this document will be changed by voting as set out in clause (27).
- (2) Instructors must fully paid and maintain their annual subscription to AKA.

Part 4 – Student

9 Student generally

- (1) A person is eligible to be a student of AKA if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved in accordance with clause 9.
 - (c) the person is judged capable of undertaking aikido training with no undue safety risk towards themselves or others practicing aikido
 - (d) the person is not hindered by any health issues that could prove dangerous to themselves or others during aikido training
 - (e) the person accepts, by way of signature, the terms and conditions of training as stated in the AKA subscription form
- (2) A person is taken to be a student of AKA if:
 - (a) the person is a natural person, and
 - (b) the person was a financial member of the Aikido Kokikai Australia unincorporated body immediately before the registration of the association

10 Nomination for Student

- (1) A nomination of a person for student of AKA must be submitted in writing by completing the AKA Annual Subscription form to a dojo leader or instructor.
- (2) As soon as practicable after receiving a nomination, the instructor must refer the nomination to the dojo leader who is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the dojo leader makes that determination, the instructor must:

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- (a) notify the nominee that the dojo leader has approved or rejected the nomination (whichever is applicable), and
 - (b) if the dojo leader approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution as entrance fee and annual subscription.
- (4) The dojo leader must, on payment by the nominee of the amounts referred to in subclause (10)(3)(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of students and, on the name being so entered, the nominee becomes a student of the AKA.

11 Cessation of Student

A person ceases to be a student of AKA if the person:

- (a) dies, or
- (b) resigns, or
- (c) is expelled from AKA, or
- (d) fails to pay the annual subscription fee under clause (14) within 28 days after the fee is due.

12 Student not transferable

A right, privilege or obligation which a person has by reason of being a student of AKA:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation under clause (11).

13 Resignation of Student

- (1) A student of AKA may resign by first giving to the secretary or a dojo leader written notice of at least one month (or such other period as the committee may determine) of their intention to resign and, on the expiration of the period of notice, the person ceases to be a student of AKA.
- (2) If a student of AKA ceases to be a student under clause (13)(1), the secretary must make an appropriate entry in the register of student recording the date on which the student ceased to be a student.

14 Fees and subscriptions

- (1) A member or student of AKA must, on admission pay to AKA the annual fee or, if some other amount is determined by the committee, that other amount.

The schedule of fees, will be set at each AGM for the following membership year and be available to perusal by members in the annual report or published on the AKA website.

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- (2) In addition to any amount payable by the member or student under subclause (14)(1), a member or student of AKA must pay to the association an annual subscription fee or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member or student becomes a member or student on or after 1 July in any calendar year - on becoming a member or student and before 1 July in each succeeding calendar year.

15 Liabilities

The liability of a dojo leader, dojo representative, instructor, member, student, the committee, the executive committee, office bearers, ordinary committee member, director, treasurer, and secretary of AKA to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member or student in respect of their annual subscription to AKA as required by clause (14).

16 Resolution of disputes

- (1) A dispute between a member or student, and another member or student (in their capacity as members or student) of AKA, or a dispute between a member or student and the committee should first be raised via written communications to the secretary. The executive committee will aim to mediate and resolve the dispute.
- (2) If a dispute is not resolved by internal mediation within 3 months by AKA it be referred to a community justice centre for mediation under the [Community Justice Centres Act 1983](#).
- (3) The [Commercial Arbitration Act 1984](#) applies to any such dispute referred to arbitration.

17 Disciplining of instructors, members or students

- (1) A complaint may be made to the committee by any person that an instructor, member or student of AKA:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of AKA.
 - (c) has acted in a way deemed to cause danger to other members or students
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the instructor, member or student concerned, and

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- (b) must give the instructor, member or student at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the instructor, member or student in connection with the complaint.
- (4) The committee may, by resolution, expel the instructor, member or student from AKA, suspend an instructor's right to teach, or suspend the instructor, member or student from AKA if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends an instructor, member or student, the secretary must, within 7 days after the action is taken, cause written notice to be given to the instructor, member or student of the action taken, of the reasons given by the committee for having taken that action and of the rights of appeal under clause (18).
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the instructor, member or student is entitled to appeal against the resolution concerned, or
 - (b) if within that period the instructor, member or student exercises the right of appeal, unless and until AKA confirms the resolution under clause (17)(4), whichever is the later.
- (7) The expulsion is deemed to be for life unless overturned at a later date by a two thirds majority of votes cast by the committee.

18 Right of appeal of disciplined

- (1) A member or student may appeal to AKA in general meeting against a resolution of the committee under clause (17), within 14 days after notice of the resolution is served on the member or student, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member or student intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member or student under subclause (18)(1), the secretary must notify the committee which is to convene a general meeting of AKA to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (18)(3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member or student must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members or student present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

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- (5) The appeal is to be determined by a two thirds majority of votes cast by the dojo leaders.

Part 5 - The committee

19 Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of AKA, and
- (b) may exercise all such functions as may be exercised by AKA, other than those functions that are required by this constitution to be exercised by a general meeting of dojo leaders of AKA, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of AKA.

20 Composition and membership of committee

- (1) The committee is to consist of:
- (a) the office-bearers of the association (the Executive Committee), and
 - (b) a dojo leader representing each dojo that has been approved by AKA
- (2) The total number of committee members is to be determined by the number of registered dojos plus the office bearers (if an office bearer is also a dojo leader they are only counted once).
- (3) The office-bearers of AKA (called the Executive Committee) are as follows:
- (a) the president, (must be a dojo leader at the time of election)
 - (b) the vice-president, (must be a dojo leader at the time of election)
 - (c) the treasurer,
 - (d) the secretary.
- (4) Each office bearer of the executive committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting 3 years following the date of the member's election, but is eligible for re-election. The same person cannot hold the same position for more than 2 consecutive terms.

21 Dojos

To qualify as a dojo that can operate under the AKA name a resolution must be passed by a two thirds majority vote of the committee to accept the dojo as part of AKA. A dojo will not receive voting powers or a place on the committee until the next AKA AGM.

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22 Election of the executive committee

- (1) Nominations of candidates for election as office-bearers of AKA:
 - (a) must be made in writing, accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), as well as seconded by a support letter/email from another dojo leader and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the executive committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the executive committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers (the Executive Committee) is to be conducted at the AGM in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer must be a financial member or student of AKA.
- (8) Each dojo is responsible for determining how they select their dojo leader/representative for the Committee

22.1 The President

The President is accountable to the Committee, the Executive Committee and Members. The President may delegate specific duties, however, the accountability for them remains with the President.

It is the duty of the President of AKA to:

- a) ensure the smooth running of AKA according to plans set out by the committee
- b) oversee the organization of the Annual October Camp, the AGM and Annual Dojo Leaders Conference
- c) ensure the committee (Dojo Leaders) are effectively communicated with and informed of any extraordinary issues that arise in the running of AKA
- d) ensure continuing communication with AKA's international network of Dojos

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- e) ensure the approved budget is adhered to, and the committee is informed of and approves by vote any spending outside the agreed budget
- f) ensure insurance coverage is in place and fully paid up

22.2 The Vice President

It is the duty of the Vice President of AKA to:

- (a) support the President in the execution of his or her duties
- (b) stand in and perform the duties of the president when required.

22.3 Secretary

- (1) The secretary of AKA must, as soon as practicable after being appointed as secretary, lodge notice with AKA of his or her address. The secretary must also lodge notice with AKA for other members of the Executive Committee who has been appointed.
- (2) It is the duty of the secretary to keep minutes of:
 - a) all appointments of office-bearers and members of the committee, and
 - b) the names of members of the committee present at a committee meeting or a general meeting
 - c) all proceedings at committee meetings and general meetings
 - d) ensure the committee (Dojo Leaders) are effectively communicated with and informed of any extraordinary issues that arise in the running of AKA
 - e) ensure insurance coverage is appropriate and fully paid up
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22.4 Treasurer

It is the duty of the treasurer of AKA to ensure:

- (a) that all money due to AKA is collected and received and that all payments authorised by AKA are made, and
- (b) that correct books and accounts are kept showing the financial affairs of AKA, including full details of all receipts and expenditure connected with the activities of AKA.
- (c) the preparation of the AKA annual budget for the approval of the committee.
- (d) ensure the approved budget is adhered to, and the committee is informed of and approves by vote any spending outside the agreed budget.

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22.5 Dojo Leaders

- (1) It is the duty of a dojo leaders to adhere to the following:
 - a) be honest and careful in their dealings at all times
 - b) adhere to the process and procedures outlined by AKA
 - c) be aware of current AKA activities and undertakings
 - d) make sure that AKA can pay its debts on time
 - e) see that AKA keeps proper financial records
 - f) act in AKA's best interests, even if this may not be in your own interests
 - g) use any information you get through your position properly and in the best interests of AKA. Using that information to gain, directly or indirectly, an advantage for yourself or for any other person, or to harm AKA may be a crime or may expose you to other claims. This information need not be confidential; if you use it the wrong way and dishonestly, it may still be a crime.
 - h) If you have personal interests that might conflict with your duty as a committee member, you must generally disclose these at a committee meeting.

- (2) You must not act as a dojo leader or executive committee member without court consent if you:
 - a) are an undischarged bankrupt
 - b) are subject to a personal insolvency agreement or an arrangement under Part X of the Bankruptcy Act 1966 (Cth) (Bankruptcy Act) that has not been fully complied with
 - c) are subject to a composition under Part X of the Bankruptcy Act and final payment has not been made, or
 - d) have been convicted of various offences such as fraud or offences under company law, such as a breach of your duties as a director or insolvent trading. If you have been convicted of one of these offences you must not manage a company within five years of your conviction. If imprisoned for one of these offences, you must not manage a company within five years after your release from prison

23 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member or student of AKA to fill the vacancy and the member or student so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or

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- (b) ceases to be a member or student of AKA, or
- (c) becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause (17), or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth.

24 Removal of executive committee members

- (1) AKA in general meeting may by resolution remove any member of the executive committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (24)(1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of AKA, the secretary or the president may send a copy of the representations to each member of AKA or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25 Executive Committee meetings and quorum

- (1) The executive committee must meet at least 2 times in each period of 12 months at such place and time as the executive committee may determine.
- (2) Additional meetings of the executive committee may be convened by the president or by any member of the executive committee.
- (3) Oral or written notice of a meeting of the executive committee must be given by the secretary to each member of the executive committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (25)(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

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- (5) Any 3 members of the executive committee constitute a quorum for the transaction of the business of a meeting of the executive committee.
- (6) No business is to be transacted by the executive committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time determined by the office bearers.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the executive committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the executive committee as may be chosen by the members present at the meeting is to preside.

26 Delegation by executive committee to sub-committee

- (1) The executive committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of AKA as the committee thinks fit) the exercise of such of the functions of the executive committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the executive committee.
- (6) The executive committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

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27 Voting and decisions

- (1) Motions put forward at a meeting of the committee are to be determined by a two thirds majority of the votes of members of the committee present at the meeting subject to weighting determined in clause (37) and sub-clauses therein.
- (2) The executive committee may act despite any vacancy on the executive committee.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive committee or sub-committee.
- (4) As a condition of their annual subscription, students of AKA agree to proxy all voting rights to their dojo leaders

Part 6 - General meetings

28 Annual general meetings - holding of

- (1) AKA must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) AKA must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

29 Annual general meetings - calling of and business at

- (1) The annual general meeting of AKA is, subject to the Act and to clause (28), to be convened on such date and at such place and time as the executive committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the executive committee reports on the activities of AKA during the last preceding financial year,
 - (c) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

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30 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of AKA.
- (2) The committee must, on the requisition in writing of at least 20 per cent of the total number of dojo leaders, convene a special general meeting of AKA.
- (3) A requisition of dojo leaders for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the dojo leaders making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the dojo leaders making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition the meeting is lodged with the secretary, any one or more of the dojo leaders who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a dojo leader(s) as referred to in subclause (30)(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

31 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of AKA, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each committee member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. The meeting may also be conducted via electronic means such as internet or via a telephone conference
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of AKA, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each committee member specifying, in addition to the matter required under subclause (31)(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause (28)(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

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32 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present (either in person or via internet or telephone) during the time the meeting is considering that item.
- (2) 50% of the total dojo leaders/representatives present (beings entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of dojo leader, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to dojo leaders given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the dojo leaders present (being at least 4) are to constitute a quorum.

33 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each meeting of AKA.
- (2) If the president and the vice-president are absent or unwilling to act, the committee members present must elect one of their number to preside as chairperson at the meeting.

34 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of committee members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each committee member of AKA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (34)(1) and (34)(2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

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35 Making of decisions

- (1) A question arising at a general meeting of AKA is to be determined by either:
 - (a) a show of hands, or
 - (b) verbally cast, or
 - (c) if on the motion of the chairperson or if 5 or more committee members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands or verbal cast, a declaration by the chairperson that a resolution has, on a show of hands/verbal cast, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of AKA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36 Special resolutions

A special resolution may only be passed by AKA in accordance with section 9 of the Act.

37 Voting

- (1) On any question arising at a general or annual meeting of AKA, each dojo must nominate a dojo leader that will represent and vote on the dojo's behalf. The votes are weighted with one half of the total vote being divided equally between each dojo, and the other half of the total vote being divided between dojos based on what percentage of the total AKA students from each dojo has, subject to clause (37)(5) & (37)(6). One representative from each dojo will vote and the weighting assigned to their dojo will be considered towards the total vote.
- (2) A vote will be considered passed if it meets or exceeds a two thirds majority of the total vote
- (3) A dojo representative is not entitled to vote at any general meeting of AKA unless all money due and payable by the dojo to AKA has been paid, they have been accepted as a dojo by vote of the committee and at least one AGM has transpired since they were accepted by AKA
- (4) A member or student is not entitled to vote at any general meeting of AKA if he or she is under 18 years of age.
- (5) The total student numbers for each dojo will be based on current full-paid students registered in the AKA database. Junior students will be considered half student when tallying the total student number.

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- (6) An AKA student should only be counted once towards the total student number. Students who train at multiple dojos will be considered to belong to the dojo that collected their annual subscription fee.

38 Proxy votes

A dojo can assign any representative to vote on an issue. If a representative is not made available then the vote will be passed to the President of AKA. If the president is not in attendance, then the vote will pass to the vice-president of AKA. Alternately, the dojo and its students will be removed from the total vote calculation

39 Postal/Email ballots

- (1) The association may hold a postal or email ballot to determine any issue or proposal.
- (2) All voting must be made transparent so that each dojo is made aware of how other dojos have voted to ensure legitimacy.
- (3) votes must be received within 14 days of a postal ballot being determined, and within 7 days of an email ballot

Part 7 - Miscellaneous

40 Insurance

The association may effect and maintain insurance.

41 Funds - source

- (1) The funds of AKA are to be derived from entrance fees and annual subscriptions of members, students, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by AKA must be deposited as soon as practicable and without deduction to the credit of AKA's bank or other authorised deposit-taking institution account.
- (3) AKA must, as soon as practicable after receiving any money, issue an appropriate receipt, subject to request

42 Funds - management

- (1) Subject to any resolution passed by AKA in general meeting, the funds of the AKA are to be used in pursuance of the objects of AKA in such manner as the committee determines, as long as they adhere to the approved yearly budget passed at the previous annual general meeting.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by one of the office-bearers of the committee or

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employees of AKA, being members or employees authorised to do so by the committee.

43 Change of name, objects and constitution

An application to the Director-General for registration of a change in AKA's name, objects or constitution in accordance with section 10 of the Act is to be made by an executive committee member.

44 Custody of books etc

Except as otherwise provided by this constitution, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to AKA.

45 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of AKA at any reasonable hour:
 - (a) records, books and other financial documents of AKA,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of AKA.
- (2) A member of AKA may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

46 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address or email address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

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47 Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of AKA and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of AKA, commencing on 1 July and ending on the following 30 June.