

AUSTRALIAN KARATE FEDERATION WESTERN AUSTRALIA INC.

ASSOCIATIONS INCORPORATIONS ACT 2015- WESTERN AUSTRALIA

**AUSTRALIAN KARATE FEDERATION
WESTERN AUSTRALIA INC.**

CONSTITUTION

5 JULY 2017

VERSION CONTROL

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1. NAME

The name of the Association is Australian Karate Federation Western Australia Inc. Herein after referred to as WA Karate Federation. WA Karate Federation, with Board approval, may adopt a trading name without affecting the powers or interpretation of this constitution.

2. DEFINITIONS

In these rules, unless the contrary intention appears:

“Act” means the Associations Incorporation Act 2015;

“Annual general meeting” is the meeting convened under Rule 26;

“Association” means the WA Karate Federation referred to in Rule 1;

“Appointed Director means a Director appointed under Rule 15;

“Board” means the Directors of WA Karate Federation acting collectively;

"Board meeting" means a meeting referred to in Rule 21;

“By-Law” means any By-Law, regulation or policy made by the Board under Rule 39.

“Chairperson” means, in relation to the proceedings at a Board meeting or General Meeting, the person presiding at the committee meeting or General Meeting in accordance with Rule 14.4.

“Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act.

“Convene” means to call together for a formal meeting;

“Delegate” means the person/s nominated by a Member Club to represent that entity at any WA Karate Federation meeting under Rule 33.

“Department” means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

“Director” means elected and appointed directors referred to in Rule 14 and Rule 15;

“Elected Director” means a Director elected under Rule 14.

“Electronic Mail” means the exchange of digital messages or other means of electronic transmission of data, which can be stored as approved from time to time by the Board.

“Executive Officer” means the person who is appointed under this Constitution to carry out the duties set out in Rule 37, whether known as the Executive Officer or otherwise.

“Financial Year” means the period commencing 1 July and concluding on 30 June in the following year.

"General Meeting" means a meeting to which all members are invited;

“Intellectual Property “means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to WA Karate Federation or any event, competition or activity of or conducted, promoted or administered by WA Karate Federation.

"Member” means member of WA Karate Federation defined under Rule 5;

"Ordinary Resolution" means resolution other than a special resolution;

“Secret Ballot” means voting conducted in written form (as opposed to a show of hands);

“Special general meeting” means a general meeting other than the annual general meeting;

“Special Resolution” means a special resolution passed in accordance with the Act and requiring 75% majority vote of the Members present and eligible to vote at a General Meeting.

3. OBJECTIVES OF WA KARATE FEDERATION

- a) The purpose of the WA Karate Federation shall be to promote and encourage true Karate-do to the community, to foster Karate-do on a State level, to develop the art of Karate-do as well as the spirit and physical culture of the members of the WA Karate Federation and to standardise gradings. It shall cover all practitioners of Karate-do in the state of Western Australia.
- b) The aims of the WA Karate Federation are:
 - i. To support, develop, protect and advance the practice of Karate-do throughout the state of Western Australia.
 - ii. To establish a state wide criteria for standards, and the recognition of instructors and gradings.

- iii. To organise Karate-do championships.
 - iv. To select and support Western Australian competitors in State, Interstate and International Karate-do competitions.
 - v. To promote the proper, healthy and lawful practice of Karate
 - vi. To prevent radical, religious, or political discrimination or distinction among practitioners of Karate-do.
 - vii. To co-operate with, support and assist other organisations, bodies and parties, which, in the opinion of the WA Karate Federation promote the best interests of Karate-do
 - viii. To communicate and affiliate with other organisations, WA Karate Federations, bodies and societies in such a way to further the interests of Karate-do
 - ix. To liaise with government bodies both Local, State and Federal, and to apply for government assistance and support for the sport of Karate-do in Western Australia.
- a) The property and income of the WA Karate Federation shall be applied solely towards the promotion of the objects of the WA Karate Federation and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. POWERS OF WA KARATE FEDERATION

The powers conferred on the WA Karate Federation are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the WA Karate Federation may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - i. in any security in which trust monies may lawfully be invested; or
 - ii. in any other manner authorised by the rules of the WA Karate Federation;
- (d) borrow money upon such terms and conditions as the WA Karate Federation thinks fit;
- (e) give such security for the discharge of liabilities incurred by the WA Karate Federation as the WA Karate Federation thinks fit;
- (f) appoint agents to transact any business of the WA Karate Federation on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the WA Karate Federation.

5. MEMBERS

- (a) The Members of the WA Karate Federation will consist of:
 - i. Member clubs or organisations (“member clubs”), who are entitled to vote at General Meetings pursuant to rule 5(b);
 - ii. Registered individuals of members clubs as pursuant to rule 5(d)
 - iii. Life members as pursuant to rule 5(e)
 - iv. No other individual may be a member.

- (b) Each Member Club shall:
 - i. be an incorporated entity, registered business or operate under the auspice of a legal entity;
 - ii. elect or appoint two (2) delegates, who shall have the right to be present and debate but only one (1) delegate may vote on behalf of the Member Club at General Meetings, in accordance with Rule 32;
 - iii. have the minimum number of registered members as set down by the Board from time to time in order to be granted or retain affiliation with WA Karate Federation;
 - iv. take all necessary steps to ensure its constitution and/or associated policies, clearly reflect the objects of WA Karate Association and are otherwise in a form acceptable to the Board; and
 - v. ensure its constitution and/or policies are amended to conform with any amendments made to this constitution;

- (c) A Karate club or organisation who wishes to become a member must comply with the New Member Club policy of WA Karate Federation.

- (d) Individuals shall be registered with the WA Karate Federation as individual members of a member club.
 - i. Registered individuals may not be registered with the WA Karate Federation as members of more than one (1) member club of the WA Karate Federation.
 - ii. Registered individual members of member clubs are not entitled to vote at General Meetings of the WA Karate Federation.

- (e) Life Members - Will be appointed in accordance with the criteria and procedure set out from time to time by the Board in any Policy. Any conditions, obligations or privileges of life membership shall be as prescribed in the Policy. Life Members, subject to this Constitution, may attend General Meetings but shall have no right to debate or vote.

- (f) The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined appropriate, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category

of membership may be granted voting rights without the approval of Member Clubs through a motion at a General Meeting.

- (g) Transitional Provisions - All entities who were Member Clubs or Individual Members of WA Karate Federation prior to the time of approval of amendments to this constitution under the Act, shall retain their membership category and will be entitled to such benefits as are conferred on the membership category by WA Karate Federation until required by this constitution to renew their membership.

6. REGISTER, RECORDS AND DOCUMENTS

(a) Member Register

- i. The Executive Officer, on behalf of the WA Karate Federation, must comply with section 53 of the Act by keeping and maintaining in an up to date condition a register of the WA Karate Federation, the category of membership or and any additional information required under the Act and, upon the request of a member of the WA Karate Federation, shall make the register available for the inspection by the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- ii. The register must be so kept and maintained at the WA Karate Federation's office, or at such other place as the board decide.
- iii. The Board must cause the name of a person who dies or who ceases to be a member under rule 5 to be deleted from the register of members referred to in Rule 6a.
- iv. In accordance with the Act, WA Karate Federation, may charge a reasonable fee for the provision of accessing the Member Register. WA Karate Federation may also require a member who wished to obtain a copy of the register of members to provide a statutory declaration setting out the purpose for which the application is made.

(b) Records and Documents

- i. A member has the right to inspect a document that records the minutes of a meeting of the Board. A request to inspect that document must be in writing from the Member to the Board and provide a reasonable timeframe to execute the request. The Board must exercise due consideration to legally and commercially sensitive information which may be withheld from the inspection. The Member will be able to attend the inspection of the documents at a time and place as agreed to with the Board. The Member may make copies of the documents, however cannot remove, edit or alter the documents in anyway.

7. SUBSCRIPTION AND FEES

- (a) The Board may from time to time determine the amount of the subscription to be paid by each member.
- (b) Each member must pay to the WA Karate Federation, annually on or before such date as the Board from time to time determines, the amount of the subscription determined under Rule 7(a).
- (c) Subject to Rule 7(d), a member whose subscription is not paid within 3 months after the relevant date fixed by or under Rule 7(b) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (d) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under Rule 7(b) or within 3 months thereafter, or such other time as the Board allows.

8. TERMINATION OF MEMBERSHIP OF THE WA KARATE FEDERATION

Membership of the WA Karate Federation may be terminated upon-

- (a) receipt by the Executive Officer or a Director of a notice in writing from a Member Club of their resignation from the WA Karate Federation. Such Member Club remains liable to pay to the WA Karate Federation the amount of any subscription due and payable by that person to the WA Karate Federation but unpaid at the date of termination; or
- (b) non-payment by a Member Club of their subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7 (3); or
- (c) expulsion of a member in accordance with Rule 9.

9. SUSPENSION OR EXPULSION OF MEMBERS OF WA KARATE FEDERATION

- (a) If the Board considers that a member or a registered individual should be suspended or expelled from membership of the WA Karate Federation because their conduct is detrimental to the interests of the WA Karate Federation, the Board must communicate in writing, to the member-
 - i. notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - ii. particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a).

- (b) At the Board meeting referred to in a notice communicated under Rule 9(a)i, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member or registered individual from membership of the WA Karate Federation and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (c) Subject to Rule 9(b) a member or registered individual has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member or registered individual is communicated to them Rule 9(b).
- (d) A member or registered individual who is suspended or expelled under Rule 9(c) must, if they wish to appeal against that suspension or expulsion, give notice to the Executive Officer of their intention to do so within the period of 14 days referred to in Rule 9(c).
- (e) When notice is given under Rule 9(d):
 - i. the WA Karate Federation in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member or registered individual, after having afforded the member or registered individual who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the WA Karate Federation in the general meeting; and
 - ii. the member or registered individual who gave that notice is not suspended or does not cease to be a member or registered individual unless and until the decision of the Board to suspend or expel them is confirmed under this Rule.

10. DISCIPLINE OF MEMBERS

Where the Board is advised or considers that a Member has allegedly:

- i. breached, failed, refused or neglected to comply with a provision of this constitution, policies or any resolution or determination of the Board or any duly authorised committee; or
- ii. acted in a manner unbecoming of a Member or prejudicial to the objects and interests of WA Karate Federation and/or the sport of karate and its related disciplines; or
- iii. brought WA Karate Federation, the sport of karate or its related disciplines into disrepute:

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of WA Karate Federation as set out in WA Karate Federation policies.

11. POWERS OF THE BOARD

- (a) Subject to the Act and this constitution the governance of WA Karate Federation shall be exercised by the Board. In particular, the Board as the controlling authority of WA Karate Federation shall be responsible for acting on all State issues in accordance with the objects of WA Karate Federation and shall operate for the collective and mutual benefit of WA Karate Federation and the sport of karate throughout Western Australia.
- (b) The Board, subject to the Act and this constitution, shall have the power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of WA Karate Federation.
- (c) The Board Directors shall comply with WA Karate Federation Board Charter, including but not limited to the following actions:
 - i. a duty of care and diligence;
 - ii. a duty to act in good faith in the best interests of WA Karate Federation and for a proper purpose;
 - iii. a duty to not use one's position and a duty to not misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to WA Karate Federation.
- (d) The duties outlined in Rule 11(c) will also apply to other officers of WA Karate Federation, which include persons who:
 - i. participate in making decisions that affect a whole or substantial part of WA Karate Federation operations;
 - ii. have the capacity to significantly affect WA Karate Federation's financial standing; and
 - iii. with whose instruction the Board is accustomed to act.

12 COMMITTEES OF THE BOARD

The Board may from time to time appoint committees to undertake certain tasks as determined by the Board. Committees shall be comprised of suitably skilled persons as determined by the Board. A Director of the Board of WA Karate Federation shall be appointed Chairperson of any such committee. The terms of reference for each committee shall be determined by the Board.

13. COMPOSITION OF THE BOARD

The Board shall comprise:

- (a) Five (5) Elected Directors (one of these being the Chairperson) elected in accordance with Rule 14;

- (b) Two (2) Appointed Directors who shall be appointed in accordance with Rule 15;

Subject to this Rule, the Chairperson must preside at all General Meetings. The Chairman must preside at all Board Meetings unless delegated otherwise. In the event of the absence from a General Meeting of the Chairperson a Director elected by those Directors present at the General Meeting must preside at the General Meeting.

14. ELECTED DIRECTORS

14.1 Qualifications for Elected Directors

- (a) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in WA Karate Federations policies.
- (b) Elected Directors should have a knowledge of karate, its stakeholders and a commitment to the development of the sport of karate.
- (c) Nominees for Elected Director positions on the Board must declare any position they hold in WA Karate Federation, a Member Club, including as an office bearer, director or a business owner.

14.2 Elections of Elected Directors

- (a) At least 35 days before the date of the Annual General Meeting (excluding the meeting date) in each year, a notice seeking nominations shall be given to each Member Club, notifying each Member Club of the positions on the Board for which an election is to be held and calling upon Member Clubs to nominate persons for election to the Board.
- (b) A nominee must be a Member of WA Karate Federation over the age of 18 years.
- (c) Nominations for Elected Directors must be:
 - i. in writing on the prescribed form provided for that purpose;
 - ii. signed by 2 authorised personnel of the Member Club and;
 - iii. signed by the nominee expressing a willingness to accept the position for which they have nominated and may, if desired by the nominee, be accompanied by a written statement of not more than 350 words specifying background information, qualifications, skills and experience of the nominee and particulars of why the nominee has nominated for election.
- (d) Nominations must be received by the Executive Officer at least 21 days prior to the relevant Annual General Meeting (excluding the meeting date).

- (e) If the number of nominations received for the Board 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 persons nominated shall be duly elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be taken as follows:
 - i. At least 14 days prior to the Annual General Meeting, each Member Club entitled to vote will be forwarded a notice specifying the nominees for election and a voting form. The notice specifying the nominees for election and the voting form shall be in a format approved by the Board.
 - ii. The notice specifying the nominees for election will contain:
 - a. the number of positions on the Board for which an election is required;
 - b. the names of each nominee; and
 - c. if provided, the written statement supplied in accordance with Rule 14.2(c)iii.
- (g) Each Member Club desiring to vote in the election will complete and return the voting form to the offices of WA Karate Federation by no later than 5pm, 7 days prior to the Annual General Meeting (excluding the day of the meeting).
- (h) The voting shall be conducted by majority vote.
- (i) If there are insufficient nominations received to fill all vacancies on the Board, any remaining vacant positions shall be dealt with in accordance with Rule 19.
- (j) At the Annual General Meeting the Chair at that meeting shall announce the result of the election.

14.3 Term of Appointment

- (a) Subject to the transitional provisions contained in Rule 25, Elected Directors shall be elected in accordance with this constitution, for a term of three (3) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred and continue until the conclusion of the second Annual General Meeting following.
- (b) Should any adjustment to the term of Elected Directors elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, the adjustment shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this constitution with approximately half of the Elected Directors positions being declared vacant each year.

- (c) An Elected Director shall serve no more than two (2) consecutive three (3) year terms.

14.4 Appointment of Chairperson

- (a) The Directors must elect a Chairperson, from the Elected Directors, who will hold office for the balance of their current term of appointment.
- (b) This appointment will be determined at the first meeting of the Board after the Annual General Meeting.

15. APPOINTED DIRECTORS

- (a) The Board shall fill the vacant Appointed Directors positions as soon as practicable, after the Annual General Meeting in accordance with Rule 15(b).
- (b) **Qualifications for Appointed Directors**
The Appointed Directors may have specific skills as required by the Board in commerce, finance, marketing, law or business generally or such other skills that complement the Board composition. An Appointed Director does not need to be a Member of a WA Karate Federation Member Club.
- (c) **Term of Appointment**
Subject to the transitional provisions contained in Rule 25, the Appointed Director shall be appointed by the Board in accordance with this constitution for a term of three (3) years, commencing from their date of appointment and concluding at the conclusion of the following Annual General Meeting.
- (d) An Appointed Director may serve no more than two (2) consecutive three (3) year terms.

16. LEAVE OF ABSENCE

The Board of Directors may, in its discretion, grant leave of absence to a Director following consideration of an application submitted in writing to the Board provided:

- (a) if such period is less than six (6) months, the Board of Directors may appoint a temporary replacement from amongst the membership;
- (b) if, in the case of an Elected Director, such period is six (6) months or more, that Director is taken to have resigned their position and a casual vacancy arises, but the Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have expired;

- (c) if, in the case of an Appointed Director, the remaining Directors decide that granting the leave of absence would impede the Board of Directors in its role, the Appointed Director's term may be ended and a new Director appointed; and
- (d) the leave of absence cannot exceed the remaining term of office of the Director.

17. VACANCIES OF THE BOARD

(a) Grounds for Termination of a 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:

- i. dies;
- ii. becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- iii. 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;
- iv. resigns from office in writing to WA Karate Federation;
- v. is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- vi. takes up any office of salaried employment of WA Karate Federation;
- vii. without the prior consent or later ratification of the Member Clubs in a General Meeting holds any position of remuneration under WA Karate Federation;
- viii. is directly or indirectly interested in any contract or proposed contract with WA Karate Federation and fails to declare the nature of that interest;
- ix. if found to be an undischarged Bankrupt and does not declare their Bankruptcy to the Board or offer their resignation;
- x. is removed from office by Special Resolution under Rule 23.2;
- xi. would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act;
- xii. breaches Board confidentiality such that the breach poses serious and indefensible circumstances with regards the Director's fiduciary duty to WA Karate Federation or the Board's good governance of WA Karate Federation;
or

- xiii. brings the sport of karate into disrepute.

18. REMOVAL OF A DIRECTOR

- (a) The Member Clubs in a Special General Meeting may by Special Resolution with a majority vote of at least 75%, remove any Director before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled as a casual vacancy in accordance with Rule 19.
- (b) The Board, by a majority vote, may remove any Appointed Director, before the expiration of their term of office. If an Appointed Director is removed in accordance with this Rule, the office of the Director becomes vacant and shall be filled as a casual vacancy in accordance with Rule 19.
- (c) Where the Director to whom a proposed resolution referred to in Rule 18(a) makes representations in writing to the Executive Officer and requests that such representations be notified to the Members, the Executive Officer may send a copy of the representations to each Member Club or, if they are not so sent, the Director may require they be read out at the Special General meeting referred to in Rule 18(a), and the representations shall be so read.
- (d) Any written communication must be of reasonable length and must not contain any illegal, offensive or defamatory material.
- (e) At the Special General Meeting referred to in Rule 18(a) the person whose removal is proposed shall have the right to address the meeting.
- (f) Removal of any Director shall be without prejudice to any legal claim they may have against WA Karate Federation or that WA Karate Federation may have against the Director in respect of matters arising before or after such removal.

19. CASUAL VACANCIES

- (a) In the event of a casual vacancy of an Elected Director the Board shall identify a replacement Director, in accordance with Rule 14.1, and appoint a suitable person for the remainder of the vacating Directors term.
- (b) In the event of a casual vacancy of an Appointed Director the Board shall identify a replacement Director from among appropriately qualified persons, in accordance with Rule 15, and appoint a suitable person for the remainder of the vacating Appointed Directors term.

20. REMAINING DIRECTORS MAY ACT

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, 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 such a quorum.

21. MEETINGS OF THE BOARD

21.1 Board to Meet

The Board shall meet at least six (6) times between each Annual General Meeting of WA Karate Federation at such place and times as the Board may determine, for the dispatch of business. The Executive Officer shall, on the requisition of two Directors, convene a meeting of the Board within 14 days.

21.2 Decisions of the Board

Subject to this constitution, each Director has a deliberative vote. Questions arising at any meeting of the Board shall be decided by a majority of votes, but, if there is no majority, the matter may be further deliberated at the next meeting of the board until a majority is reached, or it is decided the matter shall be forfeited.

21.3 Resolutions not in Meeting

- (a) A resolution in writing, signed, assented to or endorsed by electronic mail or other form of reproducible record by all the Directors 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) For purposes of clarity, a majority vote of Directors shall be sufficient to pass a resolution not in meeting as referred to in Rule 21.2. A vote is only finalised:
 - i. upon a reply being received from all Directors or
 - ii. by the votes received after 7 days from the resolution being issued. A Directors non reply to a resolution after 7 days shall be recorded as 'no reply'.
- (c) Without limiting the power of the Board to regulate their meetings as they think 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 physical or electronic 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 and such notice does not specify that Directors are required to be present in person; and
- iii. in the event that a failure in communications prevents condition
- (1) from being satisfied by that number of Directors which constitutes a quorum, and
 - (2) none of the 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 condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated.

21.4 Quorum

At meetings of the Board the number of Directors whose presence or participation under Rule 21.1 is required to constitute a quorum is four (4) Directors.

When a Board Meeting lapses due to lack of a quorum, the Executive Officer shall convene a second Board Meeting within a period of 14 days.

21.5 Notice of Board Meetings

Unless all Directors agree to hold an extraordinary meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) notice of the meeting of the Board shall be prescribed in the Board Charter.

22. VALIDITY OF BOARD DECISIONS

A procedural defect in decisions taken by the Board shall not result in such decisions being invalidated.

23. CHAIR OF MEETINGS

The Chairperson shall determine the Director to Chair each meeting of the Board. Each Director is to be afforded equal opportunity to Chair meetings of the Board. If nominated Director to Chair is not present, or is unwilling or unable to preside, the Chairperson and/or Directors shall choose one of their number present to preside as chair for that meeting only. Where the Chairperson is granted a leave of absence by the Board an acting Chairman may be elected for the duration of the absence.

24. CONFLICTS

24.1 Directors' Interests

A Director is disqualified from holding any position of profit or position of employment in, or in any company or incorporated association in which WA Karate Federation is a shareholder or otherwise interested or from contracting with WA Karate Federation either as a vendor, purchaser or otherwise except pursuant to an express resolution of

approval of the Board. Subject to this Rule, any contract or arrangement entered into by or on behalf of WA Karate Federation in which any Director is in any way interested will be voided for such reason.

24.2 Conflict of Interest

A Director shall declare an interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) judicial or disciplinary matter;
- (d) sponsorship matter;
- (e) material personal interest; or
- (f) other financial matter;

in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

24.3 Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other 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 so interested.
- (b) Conflicts of Interest shall be a standing agenda item at meetings of the Board and it is the duty of the Executive Officer to ensure that any declaration made or any general notice given by a Director is recorded in the minutes.
- (c) Conflict of Interest registered by Directors, will also be declared at the Annual General Meeting.

25. TRANSITIONAL PROVISIONS

25.1 Transitional Board

Upon the adoption of this constitution, the Board appointed at the Annual General Meeting preceding the adoption (the transitional Board) will continue as the Board of WA Karate Federation, with each Director serving out the remainder of their term. The transitional Board shall, consistent with this constitution, do such things and act in such manner as is necessary to further the objects of WA Karate Federation during its term. The quorum for a meeting of the transitional Board shall be four (4) Directors.

25.2 Board Chairperson During Transitional Period

The Chairperson shall preside at every meeting of the transitional Board. If the Chairperson is not present, unwilling or unable to preside, the Directors shall choose one of their number present to preside as Chair for that meeting only.

25.3 Transitional Board Vacancies

At the first Annual General Meeting held following the adoption of this constitution, one (1) elected Director positions will be filled for three (3) years. At the third Annual General Meeting following the adoption of this constitution, three (3) elected Director positions will be filled for three (3) years and one (1) position will be filled for one (1) year. Following this, elections for elected Directors will be held 2 out of every 3 years.

26. ANNUAL GENERAL MEETINGS

- (a) An Annual General Meeting of WA Karate Federation shall be held in accordance with the provisions of the Act and this constitution, on a date and at a venue to be determined by the Board, in every calendar year within four (4) months after the end of WA Karate Federation's financial year or such longer period as may in a particular case be allowed by the Commissioner.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this constitution.
- (c) Notwithstanding any other Rule, no Member Club shall be represented at, or take part in a General Meeting, unless all monies in accordance with Rule 7, then due and payable to WA Karate Federation are paid.

27. NOTICE OF GENERAL MEETINGS

27.1 Notice of Annual General Meetings

The Executive Officer shall be responsible for:

- iii. giving notice of the Annual General Meeting to all Board Directors, Member Clubs, and Life Members;
- iv. notice of the Annual General Meeting shall be given at least 42 days prior to the meeting and shall specify the place, the day and time of the Annual General Meeting; and
- (c) distributing, at least 21 days prior to the Annual General Meeting an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

27.2 Notice of General Meetings

The Executive Officer shall be responsible for:

- v. giving notice of General Meetings to all Board Directors and Member Clubs;
- vi. notice of the General Meetings shall be given at least 42 days prior to the meeting and shall specify the place, the day and time of the General Meeting; and
- vii. distributing, at least 21 days prior to the General Meeting an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

28. BUSINESS

28.1 Business of General Meetings

- (d) The business to be transacted at the Annual General Meeting includes the presentation of annual accounts, reports of the Board (including the activities of WA Karate Federation during the preceding Financial Year and activities of the Board), auditors report and the confirmation of Elected Directors and Life Membership.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 29 shall be special business.

28.2 Business Transacted

No business other than that stated on the notice of meeting or agenda shall be transacted at that meeting.

29. SPECIAL GENERAL MEETINGS

- (a) Excluding the Annual General Meeting, the Board may, whenever it thinks fit, convene Special General Meetings on dates and at venues to be determined by the Board.
- (e) The Board shall on the requisition in writing by no less than 50 % of Member Clubs convene a Special General Meeting.
- (c) The requisition for a Special General Meeting shall state the objective(s) of the meeting; shall be sent to WA Karate Federation and shall be signed by the Member Clubs making the requisition.
- (d) If the Board does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to WA Karate Federation, the Member Clubs making the requisition, may convene a Special General Meeting to be held not later than one (1) month after that date.

- (e) A Special General Meeting convened under Rule 29(b) of this Constitution shall be convened in the same manner, in which meetings are convened by the Board. No business except that for which the meeting has been called, shall be transacted at such Special General Meeting.
- (f) In accordance with the Act, should the Commissioner for Consumer Protection direct that a special general meeting be held, it will be conducted in accordance with this Constitution.

30. PROCEEDINGS AT GENERAL MEETINGS

30.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of WA Karate Federation shall be a minimum of twenty five (25) per cent of Member Clubs eligible to vote.

30.2 Conduct of Meeting

Without limiting the power of the Board to regulate a meeting as they think fit, a General Meeting may be held where one or more of the Delegates is not physically present at the meeting, provided that:

- (a) prior notification of requirements to satisfy Rule 27.2 are communicated to the Executive Officer;
- (b) 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 physical or electronic communication;
- (c) notice of the meeting is given to all Member Clubs entitled to notice in accordance with Rule 27.2; and
- (d) in the event that a failure in communications prevents the condition in Rule 30.2(b) from being satisfied by that number of participants that constitutes a quorum, and insufficient Delegates 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 the condition at Rule 30.2(b) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated.

30.3 Chair of General Meetings

The Chairperson shall, subject to this constitution, preside as Chair at every General Meeting of WA Karate Federation. If the Chairperson is not present, is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this constitution, preside as chair for that meeting only.

30.4 Adjournment of Meeting

- (a) If within thirty (30) minutes from the time appointed for the General Meeting, a quorum is not present, the meeting shall be adjourned to such other day, such other time and place as may be determined under Rule 30.4.
- (b) When any General Meeting lapses due to lack of a quorum, the Executive Officer shall convene a second meeting within a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the business shall be transacted, provided the Member Clubs then present, is not less than half the number required for a quorum.
- (c) The Chair may, with the consent of any General 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (e) Except as provided in Rule 30.4(d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

30.5 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a Secret Ballot is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by at least three (3) Member Clubs present in person at the meeting.

30.6 Voting Entitlements

- (a) Subject to this constitution; Member Clubs shall be entitled to one (1) vote at General Meetings in accordance with Rule 5.1(a).
- (b) Subject to this constitution, Member Club's votes shall be exercised by the Delegates. 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 Rule 5.
- (c) All votes shall be given personally or by mail, as provided in Rule 31.

30.7 Recording of Determinations

Unless a Secret Ballot is demanded under Rule 30.8, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or by a

particular majority or lost and an entry to the minutes of the proceedings of WA Karate Federation shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

30.8 Where Secret Ballot Demanded

If a Secret Ballot is duly demanded under Rule 30.7 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the Secret Ballot shall be the resolution of the meeting at which the Secret Ballot was demanded.

30.9 Resolutions at General Meetings

Except where a Special Resolution is required, all motions at General Meetings shall be determined by a majority vote of eligible Member Clubs.

30.10 Minutes

- (a) The Executive Officer shall ensure that minutes of the resolutions and proceedings of each General Meeting are minuted, together with a record of the names of persons present at all meetings.
- (b) Any Member of WA Karate Federation, on giving reasonable notice to the Executive Officer, may inspect the Minutes of any General Meeting.
- (c) Within 14 days after each General Meeting, the Executive Officer shall supply to each Member Club a copy of the minutes of the General Meeting.

31. MAIL VOTING

- (a) Should an issue arise between General Meetings which requires a decision or ratification by Member Clubs, the Board may at its discretion submit a proposed motion to a mail vote in such manner as it considers necessary.
- (b) Any such mail vote shall be in accordance with the following procedure:
 - i. The Executive Officer shall, upon receipt of the directive, as soon as practicable, dispatch a copy of the proposed resolution to each Member Club eligible to vote.
 - ii. Such dispatch shall be, at the discretion of the Chairperson, either by post or by electronic mail and shall be accompanied by a notice stating the date on which the voting shall close and indicating whether voting is by post or electronic mail.
 - iii. The dispatch of the proposed resolution and notice shall be deemed to have been received by each Member Club;
 - a. in the case of dispatch by post - five (5) working days after posting;
 - b. in the case of dispatch by electronic mail – on successful delivery to the entities nominated electronic mail address.
- (c) All votes shall be received by the Executive Officer in the case of:

- i. mail votes – within 14 days of dispatch of the proposed motion and notice, unless otherwise advised;
 - ii. electronic mail - (e-mail) at the time and date as specific in the notice.
- (d) Upon the close and counting of voting, a scrutineer appointed by the Board shall examine the votes as tallied and advise each Member Club of the result.
- (e) A vote on any proposed motion captured by authenticated electronic voting system/s via an independent registered organisation on behalf of WA Karate Federation, shall be valid and binding in all respects.

32. USE OF TECHNOLOGY TO BE PRESENT AT GENERAL MEETINGS

- (a) The presence of a Member Club at a General Meeting need not be by attendance in person but may be by that Member Club and each other Member Club at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (b) A Member Club who participates in a General Meeting as allowed under 32(a) is taken to be present at the meeting and, if the Member Club votes at the meeting, the Member Club is taken to have voted in person.

33. DELEGATES

33.1 Appointment of Delegates

Each Member Club may be represented by two (2) Delegates, however only one (1) delegate may vote on behalf of the Member Club.

A Delegate must:

- (a) be a Member over the age of 18 years of Member Club and must be a current financial member of WA Karate Federation,
- (b) be appropriately empowered by the appointing Member Club to consider, make decisions and vote in proceedings as per this constitution,
- (c) not be an employee of WA Karate Federation; and
- (d) not be a Director of WA Karate Federation; and
- (e) not be a Delegate for more than one (1) Member Club.

34. RULES OF WA KARATE FEDERATION

- (a) The WA Karate Federation may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31, 32 and 33 of the Act.
- (b) These rules bind every member and the WA Karate Federation to the same extent as if every member and the WA Karate Federation had signed and sealed these rules and agreed to be bound by all their provisions.

35. COMMON SEAL OF WA KARATE FEDERATION

- (a) The WA Karate Federation does not have a common seal.
- (b) WA Karate Federation may execute a document without using a common seal if the document is signed by:
 - i. Two (2) Directors; or
 - ii. One (1) Director and a person authorised by the Board.

36. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in Australian Karate Federation Member Protection Policy applies to disputes under this constitution between-
 - i. a Member and another Member;
 - ii. a Member and WA Karate Federation; or
 - iii. if WA Karate Federation provides services to non-members, those non-members who receive services from WA Karate Federation.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the 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, hold a meeting in the presence of a mediator, in accordance with WA Karate Federation policies.
- (d) If a dispute between members that relates to the rules of WA Karate Federation and cannot be resolved through this process it will be possible to make an application for the matter to be heard by the State Administrative Tribunal. It is open to the State Administrative Tribunal to refer the dispute, or any aspect of it, for mediation or make orders for the resolution of the dispute.

- (e) In limited circumstances the Commissioner for Consumer Protection will be able to apply to the State Administrative Tribunal for the appointment of a statutory manager to administer the affairs of the WA Karate Federation.

37 EXECUTIVE OFFICER

37.1 Appointment of Executive Officer

The Executive Officer shall be appointed by the Board on such conditions as it may determine. The Executive Officer shall be entitled to notice of, attend and participate in debate at all meetings of the Board, but shall have no entitlement to vote. The role, responsibilities and duties of the Executive Officer shall be in accordance with the job description, as determined and approved by the Board from time to time.

37.2 Executive Officer as Public Officer

The Executive Officer shall act as and carry out the duties of the Public Officer of WA Karate Federation and shall administer and manage WA Karate Federation in accordance with this constitution, WA Karate Federation policies and the Act.

37.3 Specific Duties. The Executive Officer shall:

- i. as far as practicable attend all Board meetings and General Meetings;
- ii. in conjunction with the Chairperson prepare the agenda for all Board Meetings and all General Meetings;
- iii. ensure that minutes of the proceedings of all meetings of the Board and WA Karate Federation are both prepared and recorded; and
- iv. regularly report on the activities of, issues relating to, the conduct and business of WA Karate Federation.

37.4 Broad Power to Manage

Subject to the Act, this constitution, WA Karate Federations policies, any directive of the Board and to the extent outlined in the Executive Authority Limitations, the Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of WA Karate Federation.

37.5 Executive Officer may Employ

The Executive Officer may employ staff as deemed necessary from time to time and such appointments shall be for a period and conditions determined by the Executive Officer.

38 FINANCES

- (a) The financial year shall be from 1st June to the 31st July of the following year.
- (b) All monies of the WA Karate Federation shall be paid into the account of the WA Karate Federation at such bank as the Board may from time to time direct.

- (c) For each financial year, the WA Karate Federation must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.

39 BY LAWS AND POLICIES

- (a) Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such regulations and policies for the proper advancement, management and administration WA Karate Federation, the advancement of the objects of WA Karate Federation and the sport of karate as it thinks necessary or desirable. Such policies must be consistent with this constitution.
- (b) Policies made under this Rule shall be binding on WA Karate Federation and its Members.
- (c) All By-Laws, regulations and policies of WA Karate Federation in force at the date of the approval of this constitution under the Act in so far as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this constitution, shall be deemed to be regulations and policies under this Rule.
- (d) Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to Members by means of notices approved by the Board and prepared and issued by the Executive Officer. Member Clubs shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members of WA Karate Federation.

40 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF WA KARATE FEDERATION

If upon the winding up or dissolution of the WA Karate Federation there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another WA Karate Federation incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which WA Karate Federation shall be determined by resolution of the Member Clubs.