

# **Constitution of Aiki Kai (Australia): National Aikido Association Incorporated**

## **ASSOCIATIONS INCORPORATION REFORM ACT 2012**

### **PART 1—PRELIMINARY**

#### **1. NAME**

The name of the incorporated association is AIKI KAI (AUSTRALIA): NATIONAL AIKIDO ASSOCIATION Incorporated. (herein after called “the Association”)

#### **2. PURPOSE**

The purposes for which the incorporated association is established are:-

(a) To propagate and develop the art of Aikido according to the principles as set down by its Founder Morihei Ueshiba and as promoted internationally by Aiki-Kai Foundation (the Aikido World Headquarters) of Tokyo Japan and known as the Hombu and as developed by the Australian National Founder, Shihan Seiichi Sugano.

(b) To implement and follow the technical and ethical direction of aikido as interpreted by Shihan Seiichi Sugano, and on his passing or inability to continue in this role, as interpreted by THE AIKIDO FOUNDATION PTY LIMITED (“the Foundation”) and to assist the Foundation’s appointees to the positions of national state and territory area representatives and members of the Teaching Committee to enable them to fulfil their respective personal responsibilities to propagate and develop the art of Aikido according to the principles as set down by Morihei Ueshiba and as promoted internationally by the Hombu and in accordance with the technical and ethical direction determined by Shihan Seiichi Sugano, and on his passing, determined by the Trustees of the Aikido Foundation Pty Limited.

(c) To ensure that a high standard of the art of Aikido is developed and maintained.

(d) To develop in its members a high degree of proficiency, physical and mental fitness and of personal ethics through their participation in the teaching and practice of Aikido.

(e) To do all such things and acts as are conducive to the furtherance of the objects and interests of the Association.

#### **3. INTERPRETATION/DEFINITIONS**

(1) In these rules, unless the contrary intention appears:-

“The Aikido Foundation” means Aikido Foundation Proprietary Limited, structured by Sugano Shihan to act as the repository of all his authority with respect to leadership, the grading syllabus, examinations, and appointments, and so as to act as the body with the responsibility of continuing his teaching legacy and tradition after his death.

“Area Representative” means the personal appointee of Shihan Seiichi Sugano and on his passing, of the Foundation responsible for the propagation and development of the Art of Aikido either nationally or in a state or territory subject to the direction of Shihan Seiichi Sugano and on his passing the Foundation.

“The Australian National delegate” shall be spokesperson of the Association to the Hombu Dojo, Tokyo and the delegate of Aiki Kai Australia to meetings of the International Aikido Federation; the person appointed to this role shall be the nominee of the Foundation.

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"Executive Officer" The Executive Officer

- (a) may be appointed annually by the Board, and if so appointed,
- (b) may be dismissed at any time by the Board;
- (c) within the scope and authority of any Board directives, shall have authority and responsibility to implement Board decisions by taking initiatives,
- (d) shall coordinate activities of the Association with the Foundation, the hierarchy, and the Board,
- (e) shall have an obligation to be responsive to the membership,
- (f) shall take day-to-day decisions subject to the scope of the authority granted by the Board;
- (g) shall brief the Board at each of its meetings as to all actions taken by the Executive Officer since the Board's last meeting and as to any proposals for future action;
- (h) shall keep the officers of the Association continuously informed as to all activities between board meetings;
- (i) may request the Board for the secondment of members to the administration, and
- (j) may in an emergency act with the unanimous authority of two of the officers (one of whom must be the President or Vice President) of the Association and one of the Teaching Committee members, but such decisions shall be subject to subsequent ratification by the Board.

"Financial year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened in accordance with Rule 12.

"Member" means a member of the Association.

"National Area Representative" means the personal appointee of Shihan Seiichi Sugano and on his passing, of THE FOUNDATION responsible for the propagation and technical and ethical development of the Art of Aikido in Australia under the direction of Shihan Seiichi Sugano and on his passing, of THE FOUNDATION.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 14 (3).

"Patron" The Patron of Aiki Kai Australia shall be the most senior ranked Shihan within the Foundation, or some other person nominated by the Foundation. This position is honorary.

"The Act" means the Associations Incorporation Reform Act, 2012 (Victoria).

"The Hombu" means Aiki Kai Foundation, the World Headquarters of Tokyo, Japan.

"The Regulations" means regulations under the Act

(2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the INTERPRETATION OF LEGISLATION ACT 1984 (Victoria) and the Act as in force from time to time.

(3) Any dispute between members or between any member and the Association arising out of or in relation to those Rules shall be determined in accordance with Victorian law.

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## PART 2 —MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

### 4. APPLICATION FOR MEMBERSHIP

1. The following persons may be admitted to membership of the Association:
  - (a) persons who at the date of incorporation were life members of the present unincorporated association known as Aiki Kai (Australia) (Australian Federation of Aikido Associations).
  - (b) persons who at the date of incorporation were members of the present unincorporated association known as Aiki Kai (Australia) (Australian Federation of Aikido Associations) and who are not in arrears in payment of their membership fees.
  - (c) persons approved by the Area Representative and who
    - (i) pay such admission fee (if any) as is determined from time to time pursuant to rule 4 (1).
    - (ii) pay the first annual subscription.
    - (iii) sign an Agreement (in such form as the Board may require) to be bound by the tradition and rules of the Association.
  - (d) notwithstanding any other provisions of these Rules the Association may elect honorary or life members on such terms and conditions as it considers fit.

### 5. APPROVAL OF COMMITTEE

- (a) Upon approving a nomination the area representative shall forward it to the Secretary.
- (b) The secretary shall upon payment or notification of the amounts referred to enter the nominee's name in the register of members kept by him and upon the name being so entered the nominee shall become a member of the association subject to confirmation by the Board at its next meeting.
- (c) The Secretary shall present to the Board for its ratification a list of members entered into the register since the last Board meeting.

### 6. RIGHTS OF A MEMBER

- (1) The rights and privileges of every member shall be personal to himself or herself and shall not in any manner be transferable by his or her own act, or through any other person acting on their behalf, or by operation of law. [Subject to the right to use any proxy]
- (2) Each financial member shall, subject to these Rules:
  - (a) have the right to vote at General Meetings of the Association, and
  - (b) have the right to attend classes held by or under the authority of the Association, subject to any rules or guidelines for exclusion from training as formulated by the Teaching Committee on the basis of the Association's Member Protection Policy.
  - (c) be informed of the holding of general meetings by the posting of notices in each registered dojo;
  - (d) be limited in the amount of their contribution to the Association as members by the amount of their membership, training and grading fees, and by the cost of any other items purchased from the Association.

### 7. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- (1) The amount of the entrance fee and of the annual subscription shall be determined by the Board (subject to confirmation by the Association in general meeting) from time to time.
- (2) The annual subscription shall be payable on or before the 1st July in each year.
- (3) Notwithstanding anything provided for in these Rules the area representative may waive or reduce any fee or subscription in circumstances in which he thinks fit.

### 8. REGISTERS

- (1) The Secretary shall keep and maintain a register of members in which shall be entered in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary, or a copy of the relevant part certified by the Secretary may be made available electronically.
- (2) The secretary shall keep and maintain a register of the situation of all authorised dojo's or training halls together with the name and address of the chief instructor appointed by the Teaching Committee to each such dojo.
- (3) The Secretary shall keep a Register of any securities held by or on behalf of the Association which shall be available for inspection at the address of the Secretary, or a copy certified by the Secretary may be made available electronically.

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## 9. RESIGNATION AND EXPULSION OF MEMBERS

(1) A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

(2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member, by whom the notice was given, ceased to be a member.

(3) The Board of the Association shall maintain a Member Protection Policy which, subject to these Rules, will set out the procedure for disciplining of members, and a mechanism for appearances by members in respect of disciplinary action taken against them; such disciplinary procedures to provide for proper notice to the member being disciplined, an opportunity for them to be heard, and take reasonable steps to ensure that the decision maker will be impartial and unbiased; in addition the Member Protection Policy will provide for grievance procedures for settling disputes under the rules between the Association and any members or between a member and any other member; this procedure to give each party to the dispute an opportunity to be heard on the matter; the Association will take reasonable steps to ensure that an unbiased decision maker is made available to decide the outcome of the dispute.

(4) Subject to these rules, the Board (or its delegate in accordance with any procedures set out in any Member Protection Policy approved by the Board) may by resolution:-

- (a) expel a member from the Association;
- (b) suspend a member from membership of the Association for a specified period; or
- (c) fine a member in accordance with the Regulations if the Board is of the opinion that the member -
  - (i) has refused or neglected to comply with these rules or with the terms of the Agreement signed by such members pursuant to clause (4)(1)(c)(iii). [or]
  - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

(5) A resolution of the Board under sub-clause (1):-

- (a) does not take effect unless the Board at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with the resolution in accordance with this sub-clause; and
- (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

(6) Where the Board passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that he may do one or more of the following -
  - (i) Attend that meeting (whether in person or by teleconference or electronic means);
  - (ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

(7) Where the Board by resolution expels a member pursuant to sub-clause (1) and that member seeks the revocation of the resolution the member shall be suspended from training until the outcome of that appeal is decided pursuant to sub-clauses (5) and (6).

(8) At a meeting of the Board held in accordance with sub-clause (2), the Board:-

- (a) shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the member; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

(9) Any member who feels aggrieved by any decision of the Board under Rule 4 above may by notice in writing given to the secretary within one calendar month from the date of such decision appeal against the decision to the Trustees of the Aikido Foundation.

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## **PART 3 – MEETINGS**

### **10. ANNUAL GENERAL MEETING**

- (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 101 the Act.
  - (e) to receive from the Teaching Committee a report covering the year's schedule of its responsibilities and activities.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

### **11. SPECIAL GENERAL MEETING**

All general meetings other than the annual general meeting shall be called special general meetings.

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Board shall, on the requisition in writing of members representing not less than 10% of the total number of members in each of at least 3 states and being not less than 20% of the total membership convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- (4) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date. Notice of such meeting shall be given in the manner specified in rule 12(1).

### **12. NOTICE OF MEETING**

- (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, shall send to each state and territory Area Representative a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting for posting in a prominent position at every registered dojo in that Area Representative's state or territory.
- (2) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

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(3) Any other business may be placed on the agenda with the approval of the meeting.

## 13. PROCEEDINGS AT MEETINGS

(1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules, as being the ordinary business of the annual general meeting shall be deemed to be special business.

(2) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules to vote is present during the time when the meeting is considering that item.

(3) 15 members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case shall stand adjourned and if at the adjourned meeting the quorum is not present within half an hour appointed for the commencement of the meeting, the members present shall be a quorum.

(5) The following provisions shall govern who shall preside at meetings of the Association -

(a) the President or (if the President so directs) the Vice-President or some other member present nominated by the President shall preside as Chairman at that meeting of the Association.

(b) If the President is absent from a general meeting then the Vice President or (if the Vice President so directs) some other member present nominated by him shall preside as chairman at that general meeting of the Association.

(c) in the absence of the President and the Vice-President the members present shall elect one of their number to preside as chairman at that meeting.

(6) (i) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(ii) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

(iii) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice if an adjournment or of the business to be transacted at an adjourned meeting.

(7) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(8) (i) Upon any question arising at a general meeting of the Association, a member has one vote only.

(ii) All a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

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9. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid.

- (10) (i) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.  
(ii) The notice appointing the proxy shall be in the usual common form.  
(iii) No member shall hold more than one proxy.

## PART 4 – MANAGEMENT

### 14. BOARD

- (1) (i) Subject to the provisions of Rule 16 the affairs of the Association shall be managed by a Board constituted as provided in Rule 14 (3).  
(ii) The Board:-  
(a) shall control and manage the business and affairs of the Association;  
(b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and  
(c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.  
(d) shall have power to co-opt any member or other person to the Board or any sub-committee in a non-voting capacity on such terms and conditions as it considers appropriate.
- (2) (ii) The officers of the Association shall be:-  
(a) a President;  
(b) a Vice-President;  
(c) a Treasurer; and  
(d) a Secretary  
..... who, apart from the President, shall be elected at the Annual General Meeting by a group of delegates, where one delegate is nominated by each state and territory association affiliated with Aiki Kai Australia. The President shall be elected by the other Board members, and may not be one of those already elected or selected.  
(ii) The provisions of Rule 17 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).  
(3) In the event of a casual vacancy in any office referred to in sub-clause (1), the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up and including the conclusion of the annual general meeting next following the date of his appointment.
- (3) (1) The Board shall consist of:-  
(a) the officers of the Association;  
(b) up to two other members chosen by the Board, who should be selected to fill any skill gaps on the board, such as legal, accounting or financial expertise;  
(c) 2 members of the Teaching Committee who do not already hold office under sub-clause (a) or (b) as nominated by the Foundation;

### 15 ROTATION OF DIRECTORS

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- (1) At the Annual General Meeting after the adoption of this clause as an amendment to the Constitution, two (2) of the Elected Directors of the Association must retire from office.
- (2) The remaining Elected Directors who did not retire at the Annual General Meeting following the adoption of the constitution must retire from office at the next Annual General Meeting.
- (3) The Elected Directors to retire at the Annual General Meeting/s after the adoption of this clause as an amendment to the constitution shall be determined by lot, unless they otherwise unanimously agree among themselves.
- (4) Thereafter, all Elected Directors must retire at the second Annual General Meeting following their election.
- (5) Any Director who retires from office shall be eligible for re-election.

## 16 TEACHING COMMITTEE

The Teaching Committee has responsibility for initiating and structuring courses and gradings, and for issuing the qualification and certifications for instructors in accordance with the guidelines and advice laid down by Shihan Seiichi Sugano and on his passing by the Foundation.

- (1) The Teaching Committee shall be responsible for ensuring that Aikido teaching and practice within the association is in accord with the technical and ethical direction laid down by Seiichi Sugano Shihan and on his passing as laid down by the Foundation and
  - (a) at the higher level shall consist of a Chairman who shall be a Shihan nominated by the Foundation and at least three (3) other members appointed by the Foundation, at least three (3) of whom shall have the rank of 6<sup>th</sup> dan or above. At the next level, the Teaching Committee may consist of any number of individuals appointed by the Foundation, to administer coordinate and facilitate the decisions of the Teaching Committee.
  - (b) shall, subject to the directions of the Chairman of the Teaching Committee have responsibility for the teaching and all ethical matters affecting the Association and its members.
  - (c) shall subject to the direction of the National Founder or on his passing the Chairman of the Teaching Committee be responsible for planning and carrying out such activities as the organisation of teaching schedules, demonstrations, lectures, courses, qualification tests for, and the appointment of instructors and all other activities necessary or desirable for the dissemination and advancement of Aikido practice and training.
  - (d) shall subject to the direction of the National Founder or on his passing of the Foundation perform all such acts and things as appear to the Teaching Committee to be essential for the protection of Aikido and to further the technical and ethical aims of the Association including the temporary suspension of a member from training until a meeting of the Board can be held to consider the position of that member.
  - (e) shall be responsible for the organisation of the grading syllabus and examinations and the issue of grades under the direction and control of the National Founder or on his passing the Foundation and,
  - (f) shall meet at least twice per year.
  - (g) shall maintain and keep a register containing:
    - (i) the addresses of all authorised dojo's or training halls recognised by the Foundation.
    - (ii) the names and addresses of the Chief Instructor appointed to each such dojo or training hall by the Foundation.
    - (iii) the names and addresses of all authorised instructors appointed by it pursuant to sub-clauses (1)(c) and the details of such Register to be forwarded regularly to the Secretary and shall be deemed to be a conclusive and complete list of all authorised dojo's or training halls, and



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their respective Chief Instructors and of all authorised instructors appointed by the Foundation.

(2) The Teaching Committee shall perform and table a report at each general meeting of the Association covering the yearly schedule of its responsibilities and activities.

## 17 ELECTION OF OFFICERS AND VACANCY

(1) Nominations of candidates for election as elected officers of the Association shall either be made in writing prior to the annual general meeting and accompanied by the written consent of the candidate or shall be made at an annual general meeting when the consent of the candidate may be given verbally.

(2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(5) The ballot for the election of officers and ordinary members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairman may direct.

(6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

(7) For the purpose of these Rules, the office of an officer of the Association or of an ordinary member of the Board becomes vacant if the officer or member:-

(a) ceases to be a member of the Association;

(b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or

(c) resigns his office by notice in writing given to the secretary;

(d) is removed from office by a special resolution of the members;

(e) dies, becomes insolvent, or becomes a represented (under the Guardianship and Administration Act 1986, or acquires the same status under the equivalent legislation in their state of residence;

(f) a statutory manager is appointed under section 116 of the Act to conduct the affairs of the association.

(g) (as regards the Secretary) is no longer resident in Australia.

## 18 PROCEEDINGS OF THE BOARD

(1) The Board shall meet at least twice in each year at such place and such times as the Board may determine.

(2) Special meetings of the Board may be convened by the President or by any 5 members of the Board.

(3) Notice shall be given to members of the Board of any meeting which so far as is deemed practicable in the circumstances by the Secretary specifies the general nature of the business to be transacted provided that the Board may by resolution decide to forego the requirement of notice of the nature of business to be transacted.

(4) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

(5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

(6) At meetings of the Board:-

(a) Either the President or in the President's absence or at the President's direction the Vice-President is to preside at Board meetings;

(b) if the President and Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.

(7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

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(8) Each member eligible to vote present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(9) Subject to sub-clause (3), written notice of each Board meeting, including details of the business to be transacted at that meeting, shall be served on each member of the Board by delivering it to him or by sending it by pre-paid post addressed to him at his usual place of abode or by electronic means at least 10 business days before the date of the meeting.

(10) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.

(11) Each voting member of the Board shall be entitled to appoint any other member of the association as proxy by notice given in writing to the Secretary at any time prior to the commencement of the meeting in respect of which the proxy is appointed.

(13) No member of the Association shall hold more than one proxy for the purpose of attending and voting at Board meetings.

(14) No business shall be capable of being transacted at any Board meeting unless the number of Board members actually present in person and entitled to vote makes up at least two thirds of the members making up the quorum of that meeting.

(15) A person holding a proxy may not in turn appoint a further proxy to vote on behalf of the Board member who originally gave it.

(16) Two board meetings shall take place each year where the majority of persons attending shall be present in person at the National Schools, and the rest may take part by way of teleconference call or electronic means.

(17) (i) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than -

(a) this power of delegation; and

(b) a function which is a duty imposed on the Board by the Act or by any other law.

(ii) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in terms of the delegation.

(iii) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation, which shall include an obligation to keep a written record of its proceedings and decisions, which record will be available for inspection by members requesting access.

(iv) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

(v) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.

(vi) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(vii) A sub-committee may meet and adjourn as it thinks proper.

## 19 SECRETARY

The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose, or by electronic means, together with a record of the names of persons present at Board meetings. These records shall be available for inspection at the address of the Secretary, or copies certified by the Secretary of the relevant parts can be supplied electronically.

## 20 TREASURER

(1) The Treasurer of the Association:-

(a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and

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(b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

## **21 REMOVAL OF BOARD MEMBER**

(1) The Association in general meeting may by special resolution remove any elected member of the Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.

(2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or to each area representative or, if they are not so sent, the member may require that they be read out at the meeting.

## **22 CHEQUES**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the treasurer and one other member of the Board.

## **23 SEAL**

(1) The Common Seal of the Association shall be kept in the custody of the Secretary.

(2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and the Public Officer of the Association.

## **24 ALTERATION OF RULES AND STATEMENT OF PURPOSES**

These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

## **25 NOTICES**

(1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of members.

(2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person the time at which the letter would have been delivered in the ordinary course of post.

## **26 WINDING UP OR CANCELLATION**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

## **27 CUSTODY OF RECORDS**

Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association.

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## **28 FUNDS**

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.