

# NEW SOUTH WALES KENDO ASSOCIATION INCORPORATED

## CONSTITUTION

(Under the *Associations Incorporation Act 2009*)

**Ratified April 2017**

This constitution is based on a model provided by NSW Fair Trading  
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# Contents

## Part 1 Preliminary

1.1	Definitions .....	3
1.2	Objects of the NSWKA .....	3

## Part 2 Membership

2.1	Individual membership .....	4
2.2	Affiliated clubs .....	5
2.3	Life membership .....	6
2.4	Cessation of membership .....	6
2.5	Membership not transferable .....	7
2.6	Register of members and other association records .....	7
2.7	Members' and affiliated clubs' liabilities .....	8
2.8	Disciplining of members .....	8
2.9	Right of appeal of disciplined member .....	9
2.10	Resolution of disputes .....	9

## Part 3 Committee

3.1	Powers of the committee .....	10
3.2	Committee members .....	10
3.3	Committee roles .....	11
3.4	Election of committee members .....	13
3.5	Casual vacancies .....	13
3.6	Removal of committee members .....	14
3.7	Committee meetings and quorum .....	14
3.8	Sub-committees .....	15
3.9	NSW coaching team .....	15
3.10	Technical committees .....	16
3.11	Voting and decisions .....	17
3.12	Annual general meetings - holding of .....	18
3.13	Annual general meetings - calling of and business at .....	18
3.14	Special general meetings - calling of .....	18
3.15	Notice .....	19
3.16	Quorum for general meetings .....	19
3.17	Presiding member .....	20
3.18	Adjournment .....	20
3.19	Making of decisions .....	20
3.20	Voting .....	21
3.21	Proxy voting .....	21
3.22	Postal or electronic ballots .....	21

## Part 4 Miscellaneous

4.1	Use of technology at meetings .....	21
4.2	Funds – source .....	22
4.3	Funds – management .....	22
4.4	Insurance cover .....	22
4.5	Association is non-profit .....	22
4.6	Distribution of property on winding up of association .....	22
4.7	Change of name, objects and constitution .....	22

## Part 1 Preliminary

### 1.1 Definitions

1. In this constitution:
  - a. The **association** means the New South Wales Kendo Association Incorporated (NSWKA)
  - b. The **committee** means the New South Wales Kendo Association (NSWKA) Executive Committee
  - c. The **AKR** means the Australian Kendo Renmei
2. In this constitution **Secretary** means:
  - a. the person holding office under this constitution as secretary of the association
  - b. if no person holds that office - the public officer of the association
3. In this constitution:
  - a. **the Act** means the *Associations Incorporation Act 2009*
  - b. **the Regulation** means the *Associations Incorporation Regulation 2016*
4. The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act

### 1.2 Objects of the Association

The objects of the association shall be to:

1. Promote interest and participation in Kendo, laido and Jodo, especially within the State of New South Wales.
2. Promote good fellowship amongst those interested in Kendo, laido and Jodo.
3. Arrange annual Kendo, laido and Jodo championships within the said State.
4. Arrange Kendo, laido and Jodo gradings within the said state.
5. Control the conduct of gradings, competitions, seminars and other events run as Association approved events.
6. Support the objects and activities of the Australian Kendo Renmei within the said State.

## Part 2 Membership

### 2.1 Individual membership

1. Membership of the association is open to all individuals interested in Kendo, Iaido and Jodo, who accept the objects and rules of the association and are members of an affiliated club.
2. Any individual wishing to become a member must join an affiliated club by applying and paying any club membership fees directly to the club of their choice. Club membership fees are set by the club.
3. The club shall forward the individual/s membership details to the Secretary, using the form provided by the Secretary, and pay association membership fees into the association account. The Secretary will then forward membership details and have the Treasurer transfer AKR membership fees to the AKR, that individual will then be considered a member of the association.
4. Once registered as a member of the association the individual can expect to be;
  - a. covered by accident and injury insurance effected and maintained by the AKR
  - b. able to attend gradings, competitions, seminars and other events conducted by the association, subject to eligibility criteria
  - c. able to apply for selection as a NSW representative at National and International events, subject to citizenship or residence requirements
  - d. for those members aged 16 years or older be able to participate in and vote at general meetings
  - e. able to nominate to be a member of the committee or eligible sub-committees
5. Subject to any resolution of the association at a general meeting, the levels of association membership fees shall be set by the committee and may be linked to any criteria thought appropriate.
6. Membership fees shall fall due on the first day of July of each year. Members who fail to renew their membership by this date will lose all benefits of membership, including insurance coverage.
7. Members paying membership fees after the 1<sup>st</sup> of July are required to pay the full year fee.
8. If a new member joins the association from January 1<sup>st</sup> to 30<sup>th</sup> June of the financial year, they will pay a part yearly fee as detailed in the association membership form. New members joining the association between 2<sup>nd</sup> July and 31<sup>st</sup> December are expected to pay the full year fee.
9. Junior members are defined by the AKR as those who are: 'younger than sixteen (16) years of age or whose sixteenth (16th) birthday occurs on or after the first day of the current membership year'

10. Membership fees are made up of two components; 'Part One' fees and a 'Part Two' fee per art practiced as detailed in the association membership form. While a member pays their 'Part One' fee via one affiliated club it is possible that the member trains in the arts of Kendo, Iaido and Jodo at up to three different affiliated clubs and will pay their 'Part Two' fees via up to three different affiliated clubs.
11. Affiliated clubs are required to confirm with the association that each person training at their club paying only 'Part Two' fees has paid their 'Part One' fee via another affiliated association club. Any person who has not paid both their 'Part One' and 'Part Two' fees is not considered a member of the association and will not receive any benefits of membership, including insurance coverage.
12. Individuals are considered members of and are eligible to represent the club at which they pay their 'Part Two' fee in that art only.
13. Affiliated clubs who forward correct membership details and fees to the association before the end of the previous financial year (30th June) are granted an 'early bird' discount off their 'Part One' fees as detailed in the association membership form.

## **2.2 Affiliated clubs**

1. The committee may grant affiliation to any Kendo, Iaido or Jodo club which:
  - a. regularly conducts Kendo, Iaido or Jodo training sessions in New South Wales
  - b. has at least one current financial member
  - c. nominates a club representative to be the main point of contact between the association and the club
  - d. accepts the objects of the association
  - e. agrees to comply with policies adopted by the association
  - f. has at least one financial member, or a financial member from another club recognised by the International Kendo Federation (IKF) graded at Godan or higher committed to be a mentor for and have regular contact with that club
2. Once affiliated, a club will remain affiliated until one or more of the criteria for affiliation listed in subclause 2.2.1 are no longer met. The committee shall be available to advise clubs at risk of losing affiliation.
3. The benefits and rights of a club affiliated with the association include;
  - a. having club details listed on the association website
  - b. coaches are covered by Professional (Instructors) Indemnity Insurance effected and maintained by the AKR
  - c. being able to approach the association for assisting in the promotion of events organised by the club
  - d. can approach the association for limited financial support to assist run an event or activity
  - e. can charge training fees as they see fit regardless of where a person training at the club has paid their (association recognised) membership fees

### **2.3 Life membership**

1. Life membership may be granted to individuals who have distinguished themselves in the service of the association and their discipline.
2. Nominations for life membership can be made in writing by any member of the association to the committee.
3. The committee and the relevant technical committee shall determine if the nominee meets the requirements for life membership as listed in sub clause 2.3.4. If eligible, the nomination for life membership will be raised at the next AGM where a majority vote of members is required for approval.
4. Generally speaking minimum requirements of life membership include;
  - a. a long term association with the association, for twenty or more years
  - b. a significant amount of time providing support to the members of the association in executive, technical committee, NSW coaching roles or in the case of individuals outside of NSW a mentoring and supporting role, for ten or more years
  - c. has through their actions contributed significantly to the improvement of their discipline and the experience of members within NSW over and above any duty carried out while holding one of the roles listed in subclause 2.3.4.b
  - d. being in the view of the committee and relevant technical board a person of good character and worthy of the recognition life membership grants
5. Life membership grants an individual all the benefits of ordinary membership and in addition the life member is not asked to pay the association /AKR annual membership fee with these costs being covered by the association.

### **2.4 Cessation of membership**

1. A person ceases to be a member of the association if the person:
  - a. dies
  - b. resigns membership by giving the Secretary via their club representative written notice
  - c. is expelled from the association
  - d. fails to pay the annual membership fee and/or provide required membership details by the due date
2. In situations where a membership ceases due to failure to pay fees or provide required details, the associations' records of financial members shall serve as a record of cessation of membership.
3. In every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of financial members recording the date on which the member ceased to be a member.

## **2.5 Membership not transferable**

1. Any right, privilege or obligation which a person has by reason of being a member of the association:
  - a. is not capable of being transferred or transmitted to another person
  - b. terminates on cessation of the person's membership

## **2.6 Register of members and other association records**

1. The secretary must establish and maintain a register of members of the association specifying the name, date of birth, and contact details of each person who is a member of the association together with the date on which the person became a member.
2. Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
  - a. at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines)
  - b. if the association has no premises, at the association's official address, in the custody of the public officer
3. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - a. records, books and other financial documents of the association,
  - b. this constitution
  - c. minutes of all committee meetings and general meetings of the association
4. If a member requests that any information contained in the membership register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
5. A member of the association may obtain a copy of any of the documents referred to in subclause (3) on payment of a fee of not more than \$1 for each page copied.
6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for: the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or any other purpose necessary to comply with a requirement of the Act or the Regulation.
7. Despite subclauses (3) and (5), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

## **2.7 Members' and affiliated clubs' liabilities**

1. The liability of a member or affiliated club of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 2.9.
2. In the case of an individual who is attending training with an affiliated club but is not a registered member of the association, the association shall not be expected to contribute towards any debts or liabilities of that individual.

## **2.8 Disciplining of members**

1. A complaint may be made to the committee by any member of the association if they feel that a member or affiliated club has:
  - a. refused or neglected to comply with a provision or provisions of this constitution, or
  - b. wilfully acted in a manner prejudicial to the objects of the association
2. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
3. If the committee decides to deal with the complaint, the committee:
  - a. must cause notice of the complaint to be served on the member or club concerned
  - b. must give the member or club at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint
  - c. must take into consideration any submissions made by the member or club in connection with the complaint
4. The committee may, by majority vote of both the committee and relevant technical committee, expel the member or club from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
5. If the committee expels a member or club, or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, detailing the reasons given by the committee for having taken that action and of the member's right of appeal under clause 2.9
6. The expulsion or suspension does not take effect:
  - a. until the expiration of the period within which the member or club is entitled to appeal against the decision
  - b. if within that period the member exercises the right of appeal, unless and until the association confirms the decision under clause 2.9

whichever is the later.



## **2.9 Right of appeal of disciplined member**

1. A member or club may appeal to the association against a decision of the committee under clause 2.8, within 7 days after notice of the decision is served on the member, by lodging with the Secretary a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member or club intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under subclause 2.9.1, the secretary must notify the committee, which is to convene a special general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
4. At a special general meeting of the association convened under subclause 3.15:
  - a. no business other than the question of the appeal is to be transacted
  - b. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both
  - c. the members present are to vote by secret ballot on the question of whether the decision should be confirmed or revoked
5. The appeal is to be determined by a simple majority of votes cast by members of the association.

## **2.10 Resolution of disputes**

1. The committee and relevant technical committee shall apply their best efforts to resolve any disputes, between affiliated clubs and the association and between individual members and the association.
2. The committee and relevant technical committee are able to provide advice to affiliated clubs and individual members on disputes between individual members and affiliated clubs.
3. A dispute that cannot be resolved is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
4. If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
5. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **Part 3 Committee**

### **3.1 Powers of the committee**

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

1. Is to control and manage the affairs of the association.
2. May exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association.
3. Has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
4. The committee shall not act contrary to a resolution of the association in an annual or general meeting and the association at a general meeting may override a decision of the committee.

### **3.2 Committee members**

1. There shall be the following members of the association who constitute the committee of the association:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
2. The committee members shall be elected every third annual general meeting of the association with casual vacancies being filled by election at the first general meeting held after the casual vacancy arises.
3. Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at every third annual general meeting, and is eligible for re-election, subject to clause 3.4.2.
4. A committee member may hold office for a maximum of two consecutive terms, unless at an election for committee roles there is no other member wishing to nominate for that role, then the committee member may continue in the role.
5. Once elected, the committee shall appoint an association member to the role of Public Officer. This member may be the Secretary or another eligible association member.

### 3.3 Committee Roles

1. The **President** shall

- a. be primarily responsible for arranging the activities of the association

2. The **Vice President** shall:

- a. assist the President
- b. maintain the role of any of the other executive members if they resign while clause 3.5 Casual Vacancies is implemented

3. The **Secretary** shall:

- a. As soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- b. Keep minutes and a file of correspondence (whether in written or electronic form) of:
  - i) all appointments of office-bearers of the executive
  - ii) the names of members of the executive present at an committee or general meeting
  - iii) all proceedings at committee and general meetings
- c. Ensure minutes of proceedings at a meeting be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
  - i) the signature of the chairperson may be transmitted by electronic means for the purposes of subclause (c)
- d. Maintain the register of members referred to in clause 2.8 of this constitution.
- e. Keep the common seal, documents and securities of the association.

4. The **Treasurer** shall:

- a. Ensure that all money due to the association is collected and received and that all payments authorised by the association are made.
- b. Ensure that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- c. Keep the other office bearers apprised of the financial position of the association.
- d. Present to the annual general meeting a statement which gives a true and fair account of the association's income and expenditure during its last financial year and its assets and liabilities and any mortgages, charges or other securities over the property of the association at the end of its last financial year and similar details in respect of any trust of which the association was a trustee during any part of its last financial year.

## 5. **Public Officer**

- a. The committee shall appoint a member who is a resident of the State of New South Wales and eighteen years of age or older the Public Officer of the Association.
  - b. If the Secretary is not disqualified and the committee has not appointed another person to be the Public Officer within fourteen days of the date of the most recent annual general meeting, the Secretary shall be deemed to have been appointed the Public Officer from the date of the most recent annual general meeting.
  - c. The **Public Officer** shall be deemed to have vacated the position if he or she:
    - i) ceases to be a member;
    - ii) resigns in writing to the Secretary;
    - iii) is removed or replaced by the committee;
    - iv) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit;
    - v) becomes a temporary patient, a continued treatment patient, a protected person or an incapable person within the meaning of the Mental Health Act, 1958, or a person under detention under Part VII of that Act; or;
    - vi) ceases to be a resident of the State New South Wales
6. if a vacancy occurs in the position of Public Officer, the committee shall within 14 days:
- i) notify the Department of Business and Consumer Affairs in the prescribed form of the vacancy; and
  - ii) appoint a new Public Officer
7. **The Public Officer** shall notify the Department of Business and Consumer Affairs in the prescribed forms of:
- i) his or her own appointment, within 14 days
  - ii) a change in his or her residential address, within 14 days
  - iii) a change in the name, rules or objects of the association, within 1 month;
  - iv) a change in the membership of the Committee, within 14 days
  - v) the association's income and expenditure during its last financial year and its assets and liabilities, any mortgages, charges or other securities over the property of the Association at the end of its last financial year and similar details in respect of any trust of which the Association was a trustee during any part of its last financial year, within 1 month of the date of the annual general meeting

### **3.4 Election of committee members**

1. Nominations of candidates for election as office-bearers of the committee:
  - a) must be made in writing, signed by 2 members(not the candidate) of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place
2. A committee member may not be a member of the committee for more than two full consecutive terms, unless at an election there is not another person willing and able to take on the role, then the committee member may continue for another term.
3. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
4. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
7. The ballot for the election of committee members is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
8. The ballot shall be conducted by the president if not re-running, or if re-running a non-committee member of the association assigned by the president.
9. A person nominated as a candidate for election to a committee role must be a member of the association and a participant at the general meeting in which they are elected.

### **3.5 Casual vacancies**

1. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
2. A casual vacancy in the office of a member of the committee occurs if the member:
  - a) ceases to be a member of the association
  - b) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth
  - c) resigns office by notice in writing given to the secretary
  - d) is removed from office under clause 3.6
  - e) becomes a mentally incapacitated person

- f) is absent without the consent of the committee from 3 consecutive meetings of the committee
- g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months
- h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth

### **3.6 Removal of committee members**

1. The association in general meeting may by resolution remove any member of the committee from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the committee to whom a proposed resolution referred to in subclause 3.6.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **3.7 Committee meetings and quorum**

1. The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
2. Additional meetings of the committee may be convened by the president or by any member of the committee.
3. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours before the time appointed for the holding of the meeting.
4. Notice of a meeting given under subclause 3.7.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
5. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
6. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

8. At a meeting of the committee:
  - a) The president or, in the president's absence, the vice-president is to preside
  - b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside

### **3.8 Sub-committees**

1. The executive may in writing, delegate to one or more sub-committees, consisting of the member or members of the association that the executive thinks fit, a one off task or an ongoing but time limited role of up to three years, other than:
  - a) this power of delegation, and
  - b) an activity which is a duty imposed on the committee by the Act or by any other law
2. The objectives, timeframes and resources available for a sub-committee to fulfil any task or role must be made clear to the sub-committee in writing by the committee.
3. Despite any delegation under this clause, the committee may continue to be involved in and influence the task or role delegated.
4. Any act or thing done or suffered by a sub-committee fulfilling their assigned task or role under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
5. The committee may in writing, at any time, disband the sub-committee or modify the sub-committees' assigned task or role.
6. A sub-committee may meet and adjourn as it thinks proper.

### **3.9 NSW Coaching Teams**

The NSW coaching teams are sub-committees delegated by the committee for three year terms in consultation with the relevant technical committees.

### 3.10 Technical Committees

1. The association shall have separate sub-committees known as technical committees for Kendo, Iaido and Jodo.
2. Technical committees shall consist of individuals from among the members of the association. The nomination process shall attempt to have only one member from an affiliated club on any one technical committee. If there are not enough members from across different clubs nominated additional members from clubs may be nominated. The nomination process shall also attempt to recommend members who have been awarded a grade of Fourth Dan (Yon-Dan) or higher in their respective art. If there are not enough Fourth Dan nominations, Third Dan (San-Dan) nominations can be received.
3. A technical committee member may be re-nominated for the role at the end of the three-year term, but may only hold office for a maximum of two consecutive terms, unless at an election for technical committee roles there is no other member wishing to nominate for that role, then the technical committee member may continue in the role.
4. A technical committee member may not also simultaneously hold an (executive) committee role. An individual may be a member of more than one technical committee.
5. The members of the technical committees for each art are nominated by the members who practice that art, and approved by the committee at every third annual general meeting with casual vacancies being nominated at the first general meeting after the casual vacancy arises.
6. Each technical committee shall consist of three to five members.
7. Nominations for membership of each technical committee are carried out in a series of rounds, nomination rounds will cease as soon as the minimum of three technical committee member nominations has been achieved;
  1. Nominations are called for one member from each affiliated club who has been awarded a grade of Fourth Dan (Yon-Dan) or higher in their respective art
  2. Nominations are called for a second member from each affiliated club who has been awarded a grade of Fourth Dan (Yon-Dan) or higher in their respective art
  3. Nominations are called for a member holding Third Dan (San-Dan) in their respective art whose affiliated club is not yet represented in the technical committee nominations
  4. Nominations are called for members from any affiliated club who have been awarded a grade of Third Dan (San-Dan) or higher in their respective art
  5. Nominations are called for members who have just completed two consecutive terms on the technical committee.

If any of these rounds result in more than five members being nominated in total, the nominees from the previous rounds are to be recommended to the



(executive) committee, and the association membership present at the general meeting shall immediately vote for which of the nominees in the final round will be added to the list of those to be recommended to the (executive) committee to be that art's technical committee.

8. An individual member of a technical committee shall cease to be a member of that committee upon:
  - a. end of the current three year term
  - b. removal of the committee as per subclause 3.9.6
  - c. cessation of membership of the association
  - d. resignation in writing to the Secretary
9. Each technical committee shall have a chairman chosen by the members of that committee from among the members of that committee.
10. Provided reasonable notice of the meeting has been given to the other members of the technical committee, having more than half of technical board members present shall constitute a quorum for a meeting of a technical committee.
11. Each technical committee shall be generally responsible for their own disciplines' technical matters and shall:
  - a. control the conduct of the relevant Kendo, laido or Jodo gradings organised by the association
  - b. control the conduct of all Kendo, laido and Jodo seminars and training sessions organised directly by the association
  - c. set the rules, within the appropriate international body and AKR regulations, to be used at all Kendo, laido and Jodo competitions arranged by the association
  - d. prepare guidelines on training methods or other technical matters, if it is considered desirable to do so
  - e. advise on all technical questions referred to it by the committee or an affiliated Kendo, laido and Jodo club
  - f. liaise with equivalent AKR technical committees to share information and obtain advice

### **3.11 Voting and decisions**

1. Questions arising at a meeting of the committee or of any sub-committee appointed by the executive are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
2. The President, or the office-bearer acting in the role may choose to allow the technical committee members to vote on questions arising at meetings of the committee, otherwise technical board members hold an advisory role only.
3. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

4. Any act or thing done or suffered, or purporting to have been done or suffered, by the executive or by a sub-committee appointed by the executive, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

### **3.12 Annual general meetings - holding of**

1. The association must hold its annual general meetings:
  - a. within 6 months after the close of the association's financial year
  - b. within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **3.13 Annual general meetings - calling of and business at**

1. The annual general meeting of the association is, subject to the Act and to clause 3.13, to be convened on the date and at the place and time that the executive thinks fit.
2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - a. confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
  - b. receive from the executive, technical committees and NSW coaching teams, reports on the activities of the association during the last preceding financial year
  - c. elect committee members and nominate technical board members of the association (every third year)
  - d. receive and consider any financial statement or report required to be submitted to members under the Act
3. An annual general meeting must be specified as that type of meeting in the notice convening it.

### **3.14 Special general meetings - calling of**

1. The committee may, whenever it thinks fit, convene a special general meeting of the association.
2. The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
3. A requisition of members for a special general meeting:
  - a. must be in writing
  - b. must state the purpose or purposes of the meeting
  - c. must be signed by the members making the requisition
  - d. must be lodged with the secretary
  - e. may consist of several documents in a similar form, each signed by one or more of the members making the requisition
4. If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged

with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

5. A special general meeting convened by a member or members as referred to in subclause (3.15.4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
6. For the purposes of subclause (3.15.4):
  - a. a requisition may be in electronic form
  - b. a signature may be transmitted, and a requisition may be lodged, by electronic means

### **3.15 Notice**

1. The secretary must, at least 14 days before the date fixed for the holding of a general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (3.16.1), the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under subclause 3.14.2.
4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **3.16 Quorum for general meetings**

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

### **3.17 Presiding member**

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

### **3.18 Adjournment**

1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in subclauses 3.19.1 and 3.19.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **3.19 Making of decisions**

1. A question arising at a general meeting of the association is to be determined by:
  - a. a show of hands or, if the meeting is one to which clause 3.24 applies, any appropriate corresponding method that the committee may determine
  - b. if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot
2. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.
3. Subclause 3.20.2 applies to a method determined by the committee under subclause 3.20.1 (a) in the same way as it applies to a show of hands.
4. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **3.20 Voting**

1. On any question arising at a general meeting of the association a member has one vote only.
2. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
3. A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
4. A member is not entitled to vote at any general meeting of the association if the member is under 16 years of age.

### **3.21 Proxy voting**

1. A member may cast proxy votes on behalf of other members subject to;
  - a. subject to clause (3.22.1.b) of this rule, a member may appoint any other member to act as his or her proxy at a general meeting, an appointment of a proxy is not effective unless it is in writing in a form approved by the committee and is delivered to the President or the person who will be presiding at the meeting prior to the commencement of the meeting
  - b. at an annual or general meeting, a member may act as proxy for up to four other members, if a member is appointed to act as proxy for more than four other members, the member may only exercise one vote for himself or herself and four other votes

### **3.22 Postal or electronic ballots**

1. The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 2.9).
2. A postal or electronic ballot is to be conducted in accordance with Schedule 3.4 of the Regulation.

## **Part 4 Miscellaneous**

### **4.1 Use of technology at meetings**

1. A committee, sub-committee or general meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.
2. A committee member who participates in a meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **4.2 Funds - source**

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

#### **4.3 Funds management**

1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic payments must be approved by two authorised signatories.

#### **4.4 Insurance cover**

1. The association shall ensure insurance cover effected and maintained by the AKR continues to be accessible to NSW members as required by law or regarded as necessary by the association in general meeting.

#### **4.5 Association is non-profit**

1. Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

#### **4.6 Distribution of property on winding up of association**

1. Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
2. In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

#### **4.7 Change of name, objects and constitution**

1. An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.