

PETER MORTON ACADEMY OF SELF DEFENCE

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CONSTITUTION

1. NAME

The name of the Club shall be The Peter Morton Academy of Self Defence.

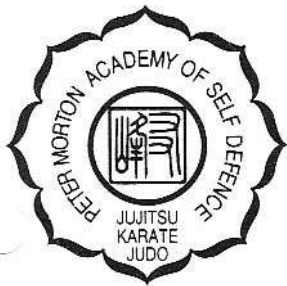
2. OBJECTS

The objects of the Club shall be:

- (a) To foster and develop self defence (martial arts, Jujitsu, Judo, Karate).
- (b) To teach and encourage a spirit of sportsmanship and fair play among members.
- (c) To promote physical fitness, and the physical and social development of members.
- (d) To take on lease, purchase, or in exchange, charge, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the purpose of its objects.
- (f) To construct, rent, hire maintain and alter any buildings necessary or convenient for any of the purposes of the Club.
- (g) To invest and deal with the monies of the Club not immediately required in such manner as may from time to time be determined.
- (h) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Club.
- (i) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (j) To do all such other things as are conducive or incidental to the attainment of the above objects or any of them.
- (k) To affiliate with any organisation which is conducive or incidental to the attainment of the above objects.

3. MEMBERSHIP

- (a) The members of the Club shall be categorised as follows:
 - (i) ordinary members
 - (ii) Black belt members.
- (b) Ordinary membership shall be open to all persons subscribing to the objects of the Club



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- and paying the prescribed fee
- (c) Black belt membership shall be afforded to any person who has attained their Shodan black belt (or higher) with the Club or has been granted a purple belt by the Club provided such person subscribes to the objects of the Club and pays any prescribed fee.
 - (d) Application for ordinary membership shall be made in writing signed by the applicant (or parent/guardian if under 18) and shall be in such form and shall contain such requirements and details as the Executive Committee from time to time prescribes.
 - (e) As soon as practicable after the receipt of an Application for Membership shall be considered by the Executive Committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Executive Committee be required to give any reason for the rejection of an applicant.
 - (f) A registrar of members shall be kept showing in respect of each member his/her name, address and the date of commencement of membership.
 - (g) The membership fee for the ensuing year shall determined at the annual meeting of the club.

4. MANAGEMENT

- (a) The management of the Club shall be vested in:
 - (i) An Executive Committee which shall consist of the President, Secretary, Treasurer and one representative from each of the following zones:
 - A. Adelaide;
 - B. ACT and Queanbeyan;
 - C. North Coast;
 - D. Batemans Bay; and
 - E. Such other areas as are determined by a General Meeting of the Club from time to time.
- (b) Only financial members of the Club who have attained a black Belt or purple belt shall be eligible to be members of the Executive Committee.

5. OFFICE BEARERS

- (a) The office bearers being the President, Secretary and Treasurer shall be elected annually at the Annual General Meeting and shall vacate office at the Annual General meeting of the ensuing year but shall be eligible for re-election.
- (b) Any casual vacancy occurring among the Executive Committee may be filled by the Executive Committee and the person so appointed to fill the vacancy shall hold office for the unexpired term of the member so replaced.



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6. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (a) The Executive Committee shall meet at least once per year and at such other times as it may determine.
- (b) Meetings of the Executive Committee may be called by the President.
- (c) A meeting of the Executive Committee must be called on receipt by the secretary of a written request signed by two (2) members of the Executive Committee.
- (d) Each member of the Executive Committee shall be given seven (7) clear days notice of a meeting of the Executive Committee.
- (e) Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes of those present and a determination by a majority of the members of the Committee present shall for all purposes be a determination of the Executive Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (f) The Executive Committee shall decide upon and draw up such rules and/or by-laws as deemed necessary for the efficient running of the affairs of the Club provided that no rule shall be made regarding any matter which is already provided for in this constitution. Rules and by-laws shall be drawn up in relation to the following matters:
 - (i) Etiquette;
 - (ii) Syllabus;
 - (iii) Grading standards and procedures;
 - (iv) Awards;
 - (v)
- (g) The Executive Committee shall act in accordance with the decisions of any General Meeting of the Club.
- (h) The Executive Committee shall not spend any monies over and above the sum of one thousand dollars (\$1,000.00) without approval being obtained from the Club at a specially convened meeting for that purpose or at an Annual General Meeting.

7. VACATION OF OFFICE

The office of a member of the Executive Committee and of any trustee appointed pursuant to this constitution shall become vacant:

- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (b) If he becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.



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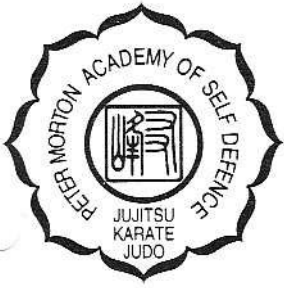
- (c) If he resigns his office by notice in writing to the Club.
- (d) If he is a member of the Executive Committee absent for more than three (3) months without leave of the Executive Committee during that period.
- (e) If he ceases to be a financial member of the Club.
- (f) Upon a resolution being passed by a two-thirds majority of members present at a properly constituted general or special meeting specially called for the purpose to remove him from office.
- (g) If he holds any office of profit with the Club.
- (h) If he is directly or indirectly interested in any contract with the Club and;
 - (i) His interest in the contract has not been disclosed to a General Meeting of the Club and;
 - (ii) The contract approved by the General Meeting notwithstanding the interest of the member.
- (i) Upon his decease.

8. ANNUAL GENERAL MEETING

- (a) Only black belt or purple 'belt members of the Club shall be eligible to attend the Club's Annual General Meeting.
- (b) The Annual General Meeting shall be held at the Annual Seminar.
- (c) The Executive Committee for the following year shall be elected at the Annual General Meeting. Any nominations for the Executive Committee shall be in the form prescribed by the Executive Committee. In the event that more than one nomination is received for any office then a returning officer shall be appointed by the Chairman and a secret ballot of financial members present shall be held and the candidate obtaining the majority of votes shall be elected.
- (d) The Annual Report and audited financial statements shall be presented at the Annual General meeting.

9. SPECIAL GENERAL MEETINGS

Any two members of the Executive Committee may at any time convene a Special General Meeting of the Club. A Special General Meeting shall also be convened by the Secretary upon the receipt of a request signed by not less than five per centum (5%) in number of the members of the Club and shall be held within one (1) month from the date of the receipt of the request.



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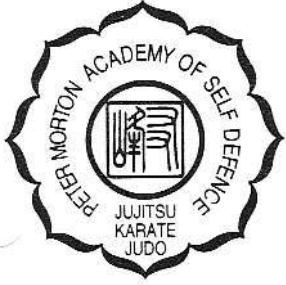
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10. QUORUM

- (a) At meetings of members a quorum shall consist of ten (10) members or twenty five per centum (25%) of the members whichever is the lesser number.
- (b) At an Executive Committee a quorum shall consist of fifty per centum (50%) of the members the Executive Committee.
- (c) Should a quorum not be present within half an hour of the time set down for the commencement of a meeting then the meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one (1) month of the date of such meeting, to be determined thereat. If at the adjourned meeting a quorum is not present then the members attending the meeting shall be deemed to be a quorum provided that the number of such members is not less than three.

11. PROCEEDINGS AT MEETINGS

- (a) The President shall preside as Chairman at every General Meeting of the Club but if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act as Chairman then the members present shall elect one of their number to be Chairman at that meeting a simple majority sufficing.
- (b) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (c) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present. Unless a poll is so demanded a declaration by the Chairman 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 that effect in the minute book of the Club shall to each be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (d) If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be the resolution of the meeting.
- (e) Each member present at a General meeting of the Club shall have one vote.
- (f) Questions arising at any General meeting shall be decided by a majority of votes of



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those present and a determination by a majority of the members present shall be a determination of the meeting. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

12. NOTICE OF MEETINGS

- (a) The secretary shall give at least seven days notice in writing of all General Meetings of the Club specifying the place, the day and the hour of the meeting and the general nature of the business to be dealt with at the meeting.
- (b) The secretary shall include, together with the notice for an Annual General Meeting a report of the previous year's activities including reports by the President, Secretary and Treasurer and audited financial statements of the Club.

13. FUNDS AND ACCOUNTS

- (a) Each branch of the Club shall appoint its own Treasurer and shall open accounts in such Banks and Building Societies as the chief instructor of that branch and the Treasurer shall determine from time to time.
- (b) All monies received by any branch of the Club shall be deposited as soon as possible to the credit of that branch's account.
- (c) Treasurers of branches and the Treasurer of the Club as a whole shall:
 - (i) Issue a receipt for all monies received;
 - (ii) Bank all monies received;
 - (iii) Keep a record of income and expenditure of the club; and
 - (iv) Present a financial statement at each General Meeting.
- (d) All payments shall be by cheque and all cheques drawn on branch accounts shall be signed by the Treasurer of that branch.
- (e) An Honorary auditor shall be elected at the Annual Meeting and shall audit the Club's accounts each year prior to the Annual General Meeting.
- (f) The financial year for audit purposes shall commence on the 1st July.
- (g) The Executive Committee of the Club shall conduct a separate account which shall be subsidised by the branches of the Club with the amount of the annual contribution be determined at the Annual General Meeting.
- (h) The income and assets of the Club shall be applied exclusively to the promotion of its objects and no portion thereof shall be paid or applied to the members (except by way of bona fide, remuneration for services actually rendered to the Club or by way of reimbursement for authorised expenses incurred on its behalf).



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14. MINUTES

The Executive Committee shall cause minutes to be made:

- (a) Of all appointments of office-bearers and members of the Executive Committee.
- (b) Of the names of members of the Executive Committee present at all meetings of the Club and of the Executive Committee.
- (c) Of all proceedings at all meetings of the Club and of the Executive Committee. Such minutes shall be signed by the Chairman of the meeting as which the proceedings were held or by the Chairman of the next succeeding meeting.

15. PROTESTS AND EXPULSION

- (a) The Chief Instructor of any branch shall hear and determine any allegation of misconduct or breach of etiquette or by-laws made against a member of that branch who has not attained the grading of black belt. If the Chief Instructor at the discretion of the Chief Instructor is unable or unwilling to deal with any such allegation he can refer the matter to the Tribunal (as set out hereunder in relation to persons who have attained the rank of black belt).
- (b) In the event of any allegation of misconduct, breach of etiquette or by-laws being made against a black belt member of the club a Tribunal shall be established to hear any such allegation.
- (c) The Tribunal set up under the previous clause shall consist of:
 - (i) President; and
 - (ii) At least two (2) other persons who are either members of the Executive Committee or branch not being the branch from which the person against whom the complaint is made comes from.
- (d) The Tribunal shall have the power to invite any other black belt member of the Club to advise in relation to any matter arising out of the conduct of the Tribunal hearing.
- (e) The person against whom an allegation is made shall be given at least two (2) clear days notice of the time, date and place of any Tribunal meeting convened to determine upon the allegation and shall be allowed the right to speak or submit a written statement in his own defence if he so desires and also to call any witnesses in response to allegations.
- (f) The Tribunal shall determine the guilt or innocence of the person charged in camera and shall notify him or her of its decision in the same session.
- (g) The Tribunal may impose such punishment as it deems fit including expulsion from the Club.
- (h) No person shall be entitled to sit in any Tribunal hearing where the charge being considered by the Tribunal relates to a person to whom that person is related by blood



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16. TRUSTEES

- (a) Three trustees may be elected at an Annual General Meeting or Special General Meeting.
- (b) All property belonging to the Club shall be vested in the trustees and shall be held by the trustees upon trust for the members of the Club and they shall have the custody of all deeds documents of title relating to the property of the Club and shall be responsible for the same and shall deal with and dispose of all the property of the Club for the time being vested in them and the income thereof in accordance with the directions of the Executive Committee provided such directions are not in violation of the trusts upon which the property is held.
- (c) An order of the Executive Committee certified in writing under the hand of the Chairman of the day and attested by the Secretary shall be obligatory upon and justification for the Trustees as to the making, taking or entering into any purchase, investment, lease, conveyance, security or contract or any disposition of any property vested in them as trustees.

17. RULES OF DEBATE

The ordinary rules of debate shall apply at all meetings of the Club subject to the following rules:

- (a) No person may speak for more than two (2) minutes unless an extension of time of up to three (3) minutes is allowed by the meeting.
- (b) If the President wishes to speak on any motion of amendment he shall first vacate the chair and shall not resume it until the motion has been put.
- (c) The rules of debate may be altered or modified by a General Meeting of the Club.

18. DISSOLUTION

- (a) The Club shall be dissolved in the event of a membership less than five (5) persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.
- (b) Upon the dissolution of the Club all assets and funds of the Club at the time shall, after



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payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities as a simple majority of the members at the Special General Meeting so convened or at a subsequent Special General Meeting may decide.

19. AMENDMENT OF CONSTITUTION

This constitution may only be amended by a resolution passed by a two thirds majority of members present at an Annual General Meeting or Special General Meeting and where fourteen (14) clear days notice of the proposed amendment has been given to all members.

20. NOTICES

Any Notice required or authorised to be given to any member under this constitution shall be sufficiently served by the Secretary or his nominee:

- (a) If delivered personally; or
- (b) If sent by prepaid post addressed to the person to be served at his address as registered with the Club or if he has no registered address to his place of abode last known to the Executive Committee and such services shall be deemed to be effected, in the case of the notice of a meeting, on the day after the date of the posting and in any other case at the time when the letter would be delivered in the ordinary course of business; and or
- (c) By advertisement placed in a local paper circulating in Batemans Bay and environs; or
- (d) In such other manner and form as the Executive Committee may from time to time deem appropriate.

21. DEFINITIONS

Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine gender and vice versa.



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Organisational Chart

