

CONSTITUTION

PETER MORTON ACADEMY OF JUDO, JUJITSU KARATE INCORPORATED

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PART 1 PRELIMINARY

1 Definitions

(1) In this constitution:

branch means a training venue of the club

member means an ordinary member, a life member or a black belt member of the Club.

special general meeting means a general meeting of the Club other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009* (NSW).

the Regulation means the *Associations Incorporation Regulation 2010* (NSW).

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

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

(3) The provisions of the *Interpretation Act 1987* (NSW) 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.

2 Name

The name of the Club is the Peter Morton Academy of Judo, Jujitsu Karate Incorporated.

3 Objects

The objects of the Club are the following:

(a) to foster and develop self defence (in particular, the martial arts of jujitsu, judo, karate and boxing);

(b) to teach and encourage a spirit of sportsmanship and fair play among members; and

(c) to promote physical fitness, and the physical and social development of members.

4 Powers

The Club has all the powers of a natural person and, in particular, may do any of the following:

(a) 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;

- (b) to construct, rent, hire maintain and alter any buildings necessary or convenient for any of the purposes of the Club;
- (c) to invest and deal with the monies of the Club not immediately required in such manner as may from time to time be determined;
- (d) 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;
- (e) to do all such other things as are conducive or incidental to the attainment of the above objects or any of them; and
- (f) To affiliate with any organisation which is conducive or incidental to the attainment of the above objects.

PART 2 MEMBERSHIP

5 Membership

Ordinary members

- (1) A person is an ordinary member of the Club for a financial year if they have submitted the prescribed membership form and the prescribed fee has been paid to the central fund on their behalf by the required deadline.
- (2) Each member is also a member of a single branch of the Club, as indicated on their membership form.

Note: A member's branch is their main training venue and the branch Chief Instructor is responsible for arranging that member's membership fees and keeping records of their membership details.

Black belt members

- (3) A person is a black belt member of the Club for a financial year if:
 - (a) they have attained their shodan black belt with the Club; or
 - (b) they have been granted a purple belt by the Club; and
 - (c) they have submitted the prescribed membership form; and
 - (d) the prescribed fee has been paid to the central fund on their behalf by the required deadline.
- (4) Each black belt member is also a member of a single branch of the Club, as indicated on their membership form.

Chief Instructors

- (5) A person is a Chief Instructor of the Club if they are a member who has been appointed to the position of Chief Instructor of a branch by the Principal and Deputy Principal, and remains in that role.

- (6) A person is eligible to seek appointment as a Chief Instructor if
- (a) they are a black belt member of the Club; or
 - (b) they are an ordinary member who has attained a brown belt, and the Principal and Deputy Principal are satisfied that the member is an appropriate person to run a branch because of exceptional circumstances.

Life members

- (7) A person is a life member of the Club if they are a member who has:
- (a) been a member of the Club for 30 years; and
 - (b) been awarded life membership by the Principal and Deputy Principal.
- (8) Life members are not required to pay annual membership fees.

6 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual membership fee under clause 9 within 3 months after the fee is due.

7 Resignation of membership

- (1) A member may resign from membership of the Club by giving the Secretary written notice of the member's intention to resign.
- (2) The Secretary must forward the notice to the Registrar to enable the Registrar to make the appropriate entry in the register of members, recording the date on which the member ceased to be a member.

8 Register of members

- (1) The Registrar must establish and maintain a register of members of the Club specifying the name of each person who is a member of the Club.
- (2) Chief Instructors must provide copies of membership forms for each branch to the Registrar on request, to enable the Registrar to keep a Register of members.
- (3) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

9 Membership fees and documentation

- (1) The Committee may determine the form and content of the annual application form.
- (2) The amount of the annual membership fee must be determined each year at the Committee meeting, including the insurance component of the fee.
- (3) Each ordinary member training at a branch must pay the training fee determined by the branch Chief Instructor which may be in addition to, or include, the annual membership fee.
- (4) The Chief Instructor of each branch must pay the annual membership fee on behalf of each member of their branch, including black belt members, to the central fund when requested to do so by the Treasurer.

10 Members' liabilities

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.

11 Resolution of disputes

- (1) An allegation of misconduct or breach of this constitution by an ordinary member of a branch must be heard and resolved by the Chief Instructor of the branch at first instance.
- (2) If:
 - (a) a Chief Instructor is unwilling or unable to deal with the allegation; or
 - (b) a Chief Instructor determines that the matter is serious enough to warrant potential suspension or cancellation of membership; or
 - (c) the member is not satisfied with the decision of the Chief Instructor;the matter may be referred to a tribunal established by the Committee.
- (3) If an allegation of misconduct or breach of Club policy by a black belt is made, it must be heard and resolved by a tribunal established by the Committee.
- (4) The tribunal referred to in subclauses (2) and (3) must consist of:
 - (a) the Principal or the Deputy Principal; and
 - (b) at least 2 other black belts who the Committee is satisfied have no personal involvement in the dispute.
- (5) The tribunal may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (6) If the tribunal decides to hear the complaint, the tribunal must make a decision in accordance with ordinary principles of natural justice,

including providing the member with written notice of at least 14 days of the details of the complaint and an adequate opportunity to respond to the complaint, and must take the member's submissions into account when making a decision.

- (7) The tribunal may decide to dismiss the allegation, or to recommend suspension or cancellation of the membership of the person to the Committee.
- (8) The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the recommendation of the tribunal, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (9) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, provide written notice to the member of the action taken, of the reasons given by the Committee for having taken that action.

PART 3 THE COMMITTEE

12 Powers of the Committee

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Committee:
 - (a) is to control and manage the affairs of the Club;
 - (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of the Club or by the Principal or Deputy Principal of the Club; and
 - (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.
- (2) In particular, the Committee may make policies about:
 - (a) financial matters affecting the Club as a whole, subject to Part 5;
 - (b) national administrative policy;
 - (c) fund raising, promotion and publicity;
 - (d) awards;
 - (e) seminars; and
 - (f) first aid accreditation.

13 Composition and membership of Committee

- (1) The Committee consists of:
 - (a) the Principal;
 - (b) the Deputy Principal;

- (c) the elected office holders; and
- (d) all Chief Instructors.

Note: A Chief Instructor may be an elected office holder, but is only regarded as a single member of the Committee and is only entitled to a single vote.

- (2) The elected office holders are the following positions:
 - (a) Chair of the Committee;
 - (b) Secretary;
 - (c) Treasurer; and
 - (d) Registrar.
- (3) Each elected office holder, subject to this constitution, holds office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

14 Election of Committee members

- (1) Nominations of candidates for election as elected office holders of the Club:
 - (a) may be made verbally or in writing, including by electronic means, to the Secretary at any point before the annual general meeting; or
 - (b) may be made in person at the annual general meeting.
- (2) If insufficient nominations are received to fill all positions, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of office-holders is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (6) A person nominated as a candidate for election as an office holder:
 - (a) must be a black belt member or life member of the Club; and
 - (b) may be a Chief Instructor.

15 Principal and Deputy Principal

- (1) The Principal of the Club as at 1 July 2010 is David Rowley.
- (2) The Principal is the public officer of the Club for the purposes of the Act and Regulation.
- (3) The Deputy Principal as at 1 July 2010 is Edward Scharrer.
- (4) The Principal and the Deputy Principal are responsible for:

- (a) determining the Club syllabus and techniques;
 - (b) etiquette and uniform standards
 - (c) grading standards and grading procedures to be implemented nationally;
 - (d) coaching accreditation;
 - (e) shodan black belt training course eligibility and conduct; and
 - (f) dan promotions.
- (5) In the event that the Principal is unable or unwilling to continue as Principal, the Deputy Principal becomes the Principal, and must appoint a new Deputy Principal who is a black belt member of the Club.
- (6) In the event that the Deputy Principal is unable or unwilling to continue as Deputy Principal, the Principal must appoint a new Deputy Principal who is a black belt member of the Club.

16 Secretary

- (1) The duties of the Secretary may be determined by the Committee and must be published on the Club website and available for inspection by members.
- (2) The duties of the Secretary must include the keeping of minutes of:
- (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.

17 Treasurer

- (1) The duties of the Treasurer may be determined by the Committee and must be published on the Club website and available for inspection by members.
- (2) The duties of the Treasurer must include:
- (a) managing the central fund of the Club, including ensuring that all money due to the central fund is collected and received and that all payments authorised by the Club are made;
 - (b) maintaining current public liability and professional indemnity insurance for the Club at all times, and such other insurance as is determined by the Committee; and
 - (c) keeping correct books and accounts showing the financial affairs of the Club, including preparing full accounts showing details of all receipts and expenditure connected with the activities of the Club; and
 - (d) presenting a financial report at the annual general meeting.

18 Chair

- (1) The duties of the Chair of the Committee may be determined by the Committee and must be published on the Club website and available for inspection by members.
- (2) The duties of the Chair must include chairing the annual general meeting, and any meetings of the Committee.

19 Registrar

- (1) The duties of the Registrar may be determined by the Committee and must be published on the Club website and available for inspection by members.
- (2) The duties of the Registrar must include maintaining the register of members referred to in clause 8.

20 Chief Instructors

Subject to national and local policies imposed by the Committee, the Chief Instructor of each branch is responsible for the management of, and training within, that branch, including:

- (a) determining the training fees for students attending training at that branch and the frequency of those fees;
- (b) forwarding all membership forms to the Registrar by the requested date each financial year;
- (c) paying the annual membership fee on behalf of each current member to the Treasurer by the requested date each financial year;
- (d) managing the finances of the branch, subject to Part 5, including maintaining proper accounts and records of the branch finances and providing those records to the Treasurer upon request.

Note: the Chief Instructor may require members of their branch to pay the annual membership fee, or may build that fee into the training fee structure.

21 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 Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
 - (a) dies; or
 - (b) ceases to be a member of the Club; or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or

- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office under clause 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22 Removal of Committee members

The Club in general meeting may, by resolution, remove any office holder of the Club 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.

23 Committee meetings and quorum

- (1) The Committee may meet as many times as it decides during a financial year, but must meet at least once at the annual national seminar, before the annual general meeting.
- (2) Additional meetings of the Committee may be convened by any member of the Committee, and may be held at any place determined by 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 14 days (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) A quorum of a Committee meeting is constituted by at least 50% of the members of the Committee.

24 Voting and decisions

- (1) Questions arising at a meeting of the Committee are to be determined by a majority of the votes of members of the Committee present at the meeting.
- (2) Each member present at a meeting of the Committee is entitled to one vote but, in the event of an equality of votes on any question, the Principal may exercise a second or casting vote.
- (3) The Committee may act despite any vacancy on the Committee.
- (4) Decisions by the Committee may also be made by resolution outside a meeting (including by electronic means), where:

- (a) all members of the Committee have been provided with a reasonable opportunity to respond to the proposal; and
 - (b) the resolution is passed with a two-thirds majority of Committee members.
- (5) Any act or thing done, or purporting to have been done, by the Committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

25 Other meetings

- (1) The Club may hold other meetings of black belt members, in particular to discuss and make decisions in relation to local processes and issues.

PART 4 GENERAL MEETINGS

26 Annual general meetings

- (1) The Club must hold its annual general meeting at the annual national seminar, within 6 months of the end of the financial year.
- (2) Only black belt members are eligible to attend the annual general meeting.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting must include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year, including the financial report from the Treasurer,
 - (c) to elect office holders of the Club; and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

27 Special general meetings

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of black belt members, convene a special general meeting of the Club within 3 months of receipt of the request.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be lodged with the Secretary.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each black belt member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) A black belt 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.

29 Quorum and Chair for general meetings

- (1) No item of business may 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) Ten members, or 25% of members, (being members entitled under this constitution to vote at a general meeting) present (whichever is lesser) constitute a quorum for the transaction of the business of a general meeting.
- (3) The Chair of the Committee is to chair all general meetings.
- (4) If the Chair is absent from a general meeting, the Principal or Deputy Principal is to chair the meeting.

30 Making of decisions

- (1) A question arising at a general meeting of the Club must be determined by a show of hands.
- (2) On any question arising at a general meeting of the Club, each black belt member has one vote only.
- (3) In the case of an equality of votes on a question at a general meeting, the Principal is entitled to exercise a second or casting vote.
- (4) Each black belt member may appoint another black belt member as proxy by:
 - (a) oral or written notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed; or
 - (b) written notice presented at the meeting by the proxy.

31 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

Note: Special resolutions are required for some matters under the Act, including the alteration of this constitution. Special resolutions require the support of a 3/4 majority of members entitled to vote at the meeting in order to pass.

32 Postal ballots

- (1) The Club may hold a postal ballot to determine any issue or proposal.
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 5 FUNDS AND PROPERTY

33 Club funds and property - general

- (1) All money received by any member of the Club for the purposes of the Club is the property of the Club and may only be used in pursuance of the objects of the Club.
- (2) All property purchased with Club funds is the property of the Club.
- (3) The income and assets of the Club must be applied exclusively to the promotion of its objects and no portion may 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).
- (4) No member is entitled to any personal interest in any Club money or property and no former member of the Club may retain any Club funds or property for any purposes upon ceasing membership.

Note: Club funds include, but are not limited to, amounts received as training, membership or insurance fees, amounts received from fundraising activities, donations and gifts, and amounts received from the sale of Club assets.

34 Management of Club funds and property

Branch funds and property

- (1) Subject to this constitution and to any policy imposed by the Committee:
 - (a) money or property received by a Chief Instructor for the purposes of their branch may be retained, used or sold by the Chief Instructor on behalf of the Club, for the purposes of the management of the branch, consistently with the objects of the Club; and
 - (b) a Chief Instructor may purchase and sell assets and otherwise expend funds for the purposes of the branch, provided that all expenditure is consistent with the objects of the Club.

Note: Chief Instructors are obliged to transfer annual membership fees to the central fund on request of the Treasurer and the Committee may require additional funds to be transferred to the central fund in certain circumstances.

- (2) A Chief Instructor must establish adequate controls to ensure the proper accounting for and physical security of branch funds and property and, in particular, may open a bank account in the name of the Club and give transaction authority to such members of the branch as determined by the Chief Instructor.

Note: Chief Instructors of smaller branches may maintain a lockbox or other means of managing branch funds if it is not economical to maintain a bank account.

- (3) A Chief Instructor must keep proper accounts and records which adequately record and explain all transactions of the branch by all authorised persons, including receipts and expenditure, and must provide any such information to the Treasurer on request.

Central funds

- (4) The Committee must establish a central bank account for the purposes of the Club, in the name of the Club.
- (5) Money received by a member of the Committee for the purposes of the Club as a whole, including by gift, donation or the sale of goods, must be deposited in the central fund within 5 banking days of receipt.
- (6) Transaction authority, including the authority to perform electronic transactions, may be provided to the Principal, Deputy Principal and Treasurer, and any other member of the Committee, as determined by the Committee.
- (7) Subject to this constitution, the Treasurer may purchase assets and otherwise expend central funds for the purposes of the Club, consistently with the objects of the Club, and, in particular, may expend central funds for the purpose of:
 - (a) maintaining insurance, as required by clause 37;
 - (b) purchasing goods for the purposes of fundraising;
 - (c) holding national and local seminars;
 - (d) subsidising branch expenses;
 - (e) reimbursing committee members' costs; and
 - (e) purchasing training aids.

Note: The Treasurer may only transact from the account on direction of the Committee (see subclause (8)) or the Principal and Deputy Principal (see subclause 9), in respect of the use of central funds, and is subject to limits in relation to certain large transactions (see clause 35).

- (8) The Treasurer is subject to the direction of the Committee in relation to expenditure under subclause (7).
- (9) Subject to this constitution, the Principal and Deputy Principal may jointly authorise expenditure from the central fund.
- (10) The Treasurer must keep proper accounts and records which adequately record and explain all transactions by all authorised persons, including all receipts and expenditure from the central fund.
- (11) The Committee may, by resolution, require the transfer of branch funds to the central fund for the purposes of the Club.

Note: This might occur, for example, if the Club resolves to require an external audit under clause 36, and additional funds are required from branches to finance the audit.

35 Authority for large transactions

The Committee must receive agreement from members by general meeting before entering into any transaction, or a related series of transactions, to the value of \$10,000 or more.

36 Audit

- (1) The Club may, by resolution at general meeting, decide to require an audit, or another process of similar effect, of current or previous financial year statements of the Club.
- (2) The costs of any such audit must be borne from the central fund.

PART 6 MISCELLANEOUS

37 Insurance

- (1) The Club must effect and maintain public liability insurance for its activities.
- (2) In addition to the insurance required under subclause (1), the Club may effect and maintain other insurance, including professional indemnity and personal accident cover.

38 Custody of books etc

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

Note: Chief Instructors, the Treasurer and the Registrar have record-keeping obligations under this constitution, which require them to maintain certain documents. The Principal will also make documents available on the Club website, to the extent possible.

39 Inspection of books etc

- (1) The following documents must be made available on the Club website, and available in hard copy on request, to all black belt members of the Club:
 - (a) records, books and other financial documents of the Club,
 - (b) this constitution,
 - (c) minutes of all Club meetings, including Committee meetings and general meetings of the Club.

40 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or

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

41 Financial year

The financial year of the Club is each period of 12 months, commencing on 1 July and ending on the following 30 June.