

**ASSOCIATIONS INCORPORATION ACT 1981 (SEC 5B)**

**STATEMENT OF PURPOSES**

1. The name of the Incorporated Association is Aikido Victoria (Aiki-Kai) Incorporated.
2. The purposes for which the proposed Incorporated Association is established are
  - (a) To propagate and develop the Art of Aikido according to the principles as set down by its founder Morihei Ueshiba and as promoted internationally by the Aiki-Kai Foundation (the Aikido World Headquarters) of Tokyo Japan and known as the Hombu and as developed by the Australian National Founder, Seiichi Sugano Shihan.
  - (b) To implement and follow the technical and ethical direction of Aikido as interpreted by Seiichi Sugano Shihan, and on his passing or inability to continue in this role, as interpreted by the Aikido Foundation Pty Ltd (“the Foundation”) and to assist the Foundation’s appointees to the positions of National Representative, Victorian Area Representative, and the members of the Technical and Teaching Committee of Aiki-Kai (Australia): National Aikido Association (incorporated in Victoria) to enable them to fulfil their respective personal responsibilities to propagate and develop the art of Aikido according to the principles as set down by Morihei Ueshiba and as promoted internationally by the Hombu and in accordance with the technical and ethical direction determined by Seiichi Sugano Shihan, and on his passing, or inability to continue, by the Aikido Foundation Pty Limited.
  - (c) To assist and advise the personal appointee of Seiichi Sugano Shihan, and on his passing or inability to continue in this role, of the Aikido Foundation Pty Ltd, responsible for the propagation and development of the Art of Aikido in Victoria, under the direction of Seiichi Sugano Shihan, and on his passing or inability to continue in this role, of the Aikido Foundation Pty Ltd; the Board and the Technical and Teaching Committee of Aiki-Kai (Australia): National Aikido Association Incorporated (Incorporated in Victoria), known as the Area Representative to enable him to fulfil his responsibilities to propagate and develop the Art of Aikido according to the principles as set down by Morihei Ueshiba and as promoted internationally by the Hombu and as developed by the Australian National Founder, Seiichi Sugano Shihan
  - (d) To assist and advise the Technical and Teaching Committee of Aiki-Kai (Australia): National Aikido Association Incorporated (Incorporated in Victoria) to enable it to fulfil its responsibilities to propagate and develop the Art of Aikido according to the principles as set down by Morihei Ueshiba and as promoted internationally by the Hombu and as developed by the Australian National Founder, Seiichi Sugano Shihan.
  - (e) To ensure a high standard of the Art of Aikido is developed and maintained.
  - (f) To develop in its members a high degree of proficiency, physical and mental fitness and of personal ethics through their participation in the teaching and practice of Aikido.
  - (g) To do all such things as appear to be reasonably supportive of Aiki-Kai (Australia): National Aikido Association Incorporated (Incorporated in Victoria).
  - (h) To do all such things and acts as are conducive to the furtherance of the purposes and interests of the Association.

.....  
Signature of Applicant

## **ASSOCIATIONS INCORPORATION REGULATIONS**

### **AIKIDO VICTORIA (AIKI-KAI) INCORPORATED RULES**

#### **PART I – PRELIMINARY**

##### **Interpretation**

1. (1) In these rules, except insofar as the context or subject matter otherwise indicates or requires -

"Area Representative" means the personal appointee of Seiichi Sugano Shihan, and on his passing or inability to continue in this role, of the Foundation, responsible for the propagation and development of the Art of Aikido in Victoria under the direction of Seiichi Sugano Shihan, and on his passing or inability to continue in this role, of the Foundation, and who shall be the President of the Association.

"Board" means the Board of Aiki-Kai (Australia): National Aikido Association Incorporated (Incorporated in Victoria).

"Secretary" means

- (a) The person holding office under these rules as secretary of the Association; or
- (b) where no such person holds that office - the Public Officer of the Association.

"Special General Meeting" means a general meeting of the Association other than an annual general meeting.

"National Area Representative" means the personal appointee of Seiichi Sugano Shihan, and on his passing or inability to continue in this role, of the Foundation responsible for the propagation and development of the Art of Aikido in Australia under the direction of Seiichi Sugano Shihan, and on his passing or inability to continue in this role, the Foundation.

"National Association" means Aiki-Kai (Australia): National Aikido Association Incorporated (Incorporated in Victoria).

"Foundation" means Aikido Foundation Pty Ltd.

"The Australian National delegate" shall be the spokesperson of the National Association to the Hombu Dojo, Tokyo and the delegate of the National Association to meetings of the International Aikido Federation, and shall be Seiichi Sugano Shihan or his delegate and on Seiichi Sugano Shihan's passing or on his inability to continue in this role, the person appointed to this role shall be the nominee of the Foundation.

"Patron" means the Patron of the National Association and shall be the National Founder, Seiichi Sugano Shihan, or on his passing or inability to continue the most

senior ranked Shihan within the Foundation, or some other person nominated by the Foundation, and who shall be the final point of appeal with respect to any disciplinary matter. This position is honorary.

“National Registrar” means the Registrar of the National Association.

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

"The Act" means the Associations Incorporation Act, 1981. No. 9713 and amendments.

"The Regulations" means regulations under the act.

"Ordinary member of the Committee" means a member of the Committee who is not an officer of the Association under rule 13.

- (2) In these rules -
  - (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 where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Acts Interpretation Act 1958 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under that Act.

## **PART II - MEMBERSHIP**

### **Membership Qualifications**

2. (1) A person is qualified to be a member of the Association if but only if -
  - (a) (While the National Association continues to exist)
    - (i) the person is or becomes registered as a financial member of the National Association in the Register thereof kept by the National Registrar, and
    - (ii) the person pays such additional amounts, if any, as may be set from time to time by the Committee of the Association as annual membership renewal fees and/or joining fees of the Association; or
  - (b) (if the National Association ceases to exist)
    - (i) that person has been registered as a member of the National Association by the National Registrar; or
    - (ii) the person is a natural person who

- (a) has applied for membership of the Association as provided by rule 4 and
  - (b) pays such amounts as may be set from time to time by the Committee as joining fees and/or annual membership renewal fees of the Association; or
  - (c) the person is or becomes an honorary or life member of the National Association, is ordinarily resident in Victoria and applies to the Secretary to be registered as an honorary or life member; or
  - (d) the person is or becomes an honorary or life member of the Association.
- (2) Notwithstanding any other provisions of these rules, the Committee may elect honorary or life members on such terms as it thinks fit.

### **Foundation Life Members**

3. (1) In recognition of his services to Aikido in Victoria David Brown Sensei is hereby made a life member of the Association.
- (2) For as long as David Brown Sensei indicates his desire to remain a member of the Association, all membership fees payable to the National Association by him shall be paid by the Association and all membership and other fees payable by him to the Association shall be waived.

### **Application for Membership**

4. (1) Subject to clause (2) application for membership of the National Association shall be deemed to be application for membership of the Association if such application is carried out in the manner prescribed by the rules of the National Association, so long as the National Association continues to exist.
- (2) At any time the Committee may draw up a form of application for membership in such form as it thinks fit and may stipulate that such form of application for membership shall be completed by anyone seeking membership of the Association in addition to the completion of application forms in accordance with the rules of the National Association and the Committee shall draw up such a form of application in substitution for the form of application for membership stipulated by the rules of the National Association if the National Association ceases to exist
- (3) In addition to the payment of all joining and membership fees to the National Association in accordance with its rules, no application for or renewal of membership shall have effect until all moneys due to the Association and the National Association have been paid.
- (4) The Committee may by resolution stipulate such joining or annual renewal of

membership fees as it sees fit in addition to all fees payable to the National Association according to its rules.

- (5) Notwithstanding the above, the making of all applications shall remain subject to the approval in the absolute discretion of the Area Representative, who may also waive or reduce any fees due to the Association or nominate that any member's fees due to the National Association be paid by the Association in whole or in part.
- (6) Upon approval of a nomination by the Area Representative, the Secretary shall, subject to the payment of all membership or joining fees due to the Association and National Association, enter or cause to have entered the nominee's name in the Register of members kept by him or on his behalf by his delegate and upon the name being so entered the nominee shall become a member of the Association, subject to confirmation by the Board of the National Association at its next meeting.
- (7) If the Area Representative vetoes the nomination of a person for membership he shall report thereon to the Technical and Teaching Committee of the National Association forthwith.

### **Cessation of Membership**

5. A person ceases to be a member of the Association if the person
  - (a) dies;
  - (b) resigns that membership in the manner prescribed below;
  - (c) is expelled from the Association; or
  - (d) fails to pay any annual membership renewal fees due to the Association or National Association for a period of three (3) months from the due date.

### **Membership Entitlements not transferable**

6. A 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; and
  - (b) terminates upon cessation of the person's membership.
7. (1) Resignation from membership of the National Association in the manner prescribed by the rules of the National Association (and in no other manner) shall, while the National Association continues to exist, be deemed to act as resignation from the membership of the Association.
  - (2) Upon the resignation of a member from the National Association becoming effective in accordance with the rules of the National Association, the member

ceases to be a member of the Association and the Secretary or his delegate shall make an appropriate entry in the Register of members recording the date on which a person ceases to be a member.

- (3) If the National Association ceases to exist a member of the Association may resign by giving one month's written notice to the Secretary of his intention to resign and upon the expiration of that period the member shall cease to be a member.
- (4) An entry in the Register of members of the Victorian delegate of the Secretary of the National Association to the effect that a member has ceased to be a member shall be deemed to be an entry in the Register of the Association to that effect.
- (5) No membership renewal or joining or other fees shall be refundable to a member on his resignation.

### **Register of Members**

8. (1) The Public Officer of the Association or his delegate shall establish and maintain a Register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The Register of members shall be kept securely at the principal place of administration of the Association.
- (3) The keeping of a Register by the Public Officer of the Association or by his delegate of a Register of members of the National Association shall be deemed to be full discharge of the Public Officer's obligations under this clause, and the Register of the Victorian members of the National Association shall be deemed to be the Register of members of the Association for so long as the National Association continues to exist. In the event that the National Association ceases to exist the Register thereof kept by the National Registrar or his delegate shall continue to be kept as the Register of members of the Association and shall be deemed to have always been the Register of members of the Association.

### **Fees, Subscriptions, etc**

9. (1) In addition to the payment of any entrance fee and annual subscription to the National Association as is payable to it according to its rules, a member of the Association shall, upon nomination for membership, pay to the Association such fees, if any, as are prescribed in writing by the Committee, including joining fees and annual membership renewal fees.
- (2) In addition to any amounts payable by the member under clause (1), a member of the Association shall pay to the Association such annual membership renewal fee as is prescribed in writing by the Committee -
  - (a) except as provided by paragraph (b), before 1st July in each calendar year

- (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

### **Members' Liabilities**

- 10. The liability of a member of the Association to contribute towards 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 as required by rule 9.

### **Disciplining of Members**

- 11. (1) Any expulsion, or suspension from membership for a specified period of a member by the Board of the National Association shall act as an expulsion or suspension for a specified period with respect to that member's membership of the Association.
- (2) Subject to these rules, the Committee may by resolution -
  - (a) expel a member from the Association
  - (b) suspend a member from membership of the Association for a specified period
  - (c) fine a memberif the Committee is of the opinion that the member
  - (i) has refused or neglected to comply with these rules, the objects of the Association or with the terms of any agreement with the National Association to abide by its rules and customs; or
  - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (3) Where the Committee passes a resolution under clause (2) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
  - (c) stating the date, place and time of the meeting; and
  - (d) informing the member that the member may do either or both of the following
    - (i) attend and speak at the meeting (whether in person or by teleconference or electronic means);

- (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution (not exceeding a reasonable length).
- (4) At a meeting of the Committee held as referred to in clause (3) the Committee shall -
  - (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or revoke the resolution.
- (5)
  - (a)
    - (i) While the National Association continues to exist, where the Committee confirms a resolution under clause (4), the Secretary shall within seven (7) days of such confirmation serve a notice in writing on the member informing him
      - (a) of the Committee's decision
      - (b) of the member's right to appeal to the Board of the National Association
      - (c) that if he does not give written notice to the Secretary of his intention to so appeal within a further fourteen (14) days from the date of being served with notice of the Committee's decision, the Committee's decision shall take effect immediately
      - (d) that if he does appeal to the Board of the National Association within the time stipulated he may make written and/or oral representations (not exceeding a reasonable length) in person or by teleconference or electronic means to that Board meeting which considers his appeal, which Board's decision shall be final and binding on the member and the Association.
    - (ii) The Committee shall make written representations to that Board as to its decision and may by its delegate appointed for that purpose make oral representations in person or by teleconference or electronic means to the Board meeting which considers his appeal.
  - (b) Upon the receipt by the Secretary of a notice to appeal pursuant to clause (5),
    - (i) the Secretary shall forthwith forward notice thereof to the Board of the National Association requesting notification of the date, place and time at which the appeal will be heard
    - (ii) the Committee shall as soon as practicable forward a report as to its decision to the Board of the National Association
    - (iii) the Committee may decide to authorise one of its members to



attend the meeting at which the appeal is heard for the purpose of making oral representations on behalf of the Committee, and may specify that the reasonable expenses involved in such attendance shall be paid by the Association.

- (c) Any member who feels aggrieved by any decision of the Board under rule 5 (a) (i) (d) above may by notice in writing given to the Secretary of the National Association within one calendar month from the date of such decision appeal against the decision to the Patron of the Association.
  - (d) Upon written notification of the decision of the Board of the National Association, the Secretary shall, if the Committee's decision is confirmed, forthwith make an appropriate entry in the Register of members and the member concerned thereupon ceases to be a member, and the Secretary shall forthwith write to that person informing him of the fact.
- (6) If the National Association ceases to exist and the Committee confirms a resolution under clause (5) the Secretary shall forthwith by notice in writing inform the member of the fact and the resolution shall take effect at the expiration of seven (7) days from the date of posting after which date the Secretary shall make an appropriate entry in the Register.
- (7) If a resolution is passed by the Committee to expel or suspend a member pursuant to clause (4), the member shall thereafter not be entitled to participate in any training or activity held by the Association nor to attend or vote at any meeting, whether personally or by proxy unless and until that person successfully appeals against his suspension or expulsion, or once expelled unless or until that person successfully reapplies for membership of the Association.

### **PART III - THE COMMITTEE**

#### **Powers etc, of the Committee**

12. The Committee shall be called the Committee of Management of the Association and subject to the Act and the Regulations, the Committee of Management
- (a) shall control and manage the affairs of the Association;
  - (b) may exercise all such functions as may be exercised by the Association other than those functions required by these rules to be exercised by a general meeting of members of the Association;
  - (c) shall have power to do 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 Association; and
  - (d) shall have power to co-opt any members or other person to the Committee or any sub-committee in a non-voting capacity on such terms and conditions as it considers appropriate.

## **Constitution and Membership**

13. (1) Subject in the case of the first members of the Committee, to Section 23 of the Act, the Committee shall consist of the office-bearers of the Association and two (2) ordinary members.
- (2) The office-bearers of the Association shall be
  - (a) a President, who shall be the Area Representative for Victoria, appointed by Seiichi Sugano Shihan and on his passing or inability to continue, by the Foundation
  - (b) a Secretary
  - (c) a Treasurer
- (3) All members of the Committee except for the Area Representative, shall, subject to these rules, hold office until the annual general meeting following the date of the member's election, but are eligible for re-election.
- (4) In the event of a casual vacancy occurring in the elected membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting following the appointment.

## **Election of Members**

14. (1) Nominations of candidates for election as one of the elected members of the Committee
  - (a) shall (if made before the date of the meeting at which the election is to take place) be made in writing signed by two members of the Association and shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
  - (b) shall (if made before the date of the meeting at which the election is to take place) be delivered to the Secretary before the date fixed for the holding of the annual general meeting at which the election is to take place, if the nomination is made in writing, or may be taken from the floor of the meeting at which the election is held when the nomination and consent of the candidate in person may be given verbally.
- (2) All nominations shall be subject to the approval of the Area Representative for Victoria which consent may be given or withheld in his absolute discretion without the necessity for giving reasons to the meeting at which the election is held or to the member whose candidature is so vetoed.
- (3) If the candidature of a member for the membership of the Committee is vetoed in the manner set out in clause (2), the Area Representative for Victoria shall submit a report thereon to the Technical and Teaching Committee of the National Association setting out his reasons, and shall do all that is reasonable to

allow the member whose candidature was vetoed to put written submissions to the Technical and Teaching Committee of the National Association.

- (4) Subject to clause (2) any member whose candidature for the Committee is vetoed in the manner set out in clause (2) above shall be eligible to re-nominate for membership of the Committee at the next annual general meeting after which his candidature is so vetoed.
  - (5) If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated shall be deemed to be elected.
  - (6) If insufficient nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
  - (7) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (8) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
  - (9) The ballot for election of the elected office-bearers and the ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
  - (10) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.
15. (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of
- (a) all appointments of office-bearers and members of the Committee
  - (b) the names of the members of the Committee present at a Committee meeting or a general meeting; and
  - (c) all proceedings at Committee meetings and general meetings.
- (3) The Secretary or his delegates for these purposes shall keep records of
- (a) all gradings held by the Association
  - (b) all attendances by members at training sessions held by the Association.
16. It is the duty of the Treasurer of the Association to ensure that
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - (b) 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.

### **Casual Vacancies**

17. For the purpose of these rules, a casual vacancy in the office of a member of the Committee occurs if the member -
- (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) becomes an insolvent under administration with the meaning of the Companies Act 1958;
  - (d) resigns office by notice in writing to the Secretary;
  - (e) is removed from office under rule 18;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of six (6) months.

### **Removal of Members of Committee**

18. (1) The Association in general meeting may by resolution remove any elected member of the Committee from the office of member 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, subject to the Area Representative's right of veto as set out in rule 14 above.
- (2) Where a member of the Committee to whom a proposed resolution referred to in clause (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 President may cause a copy of the representations to be sent to each member of the Association or, if they are not so sent, to be read to the general meeting at which the resolution to remove that member is voted upon.

### **Meetings and Quorum**

19. (1) The Committee shall meet at least three (3) times in each period of twelve (12) months at such place and time as the Committee may determine, each such meeting to be held within each four (4) monthly period of the year.
- (2) Additional meetings of the Committee may be convened by the President or by any two (2) members of the Committee.

- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three (3) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business shall 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 stands 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 shall be dissolved.
- (8) At a meeting of the Committee -
  - (a) the President shall preside; or
  - (b) if the President is absent or unwilling to act as such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.
- (9) The President may vote at a Committee meeting by giving a proxy vote to any member of the Committee in the form of Schedule 1, pursuant to which the proxy may only vote in the manner specified thereon by the President as to the resolutions specified thereon.

### **Delegation by Committee to Sub-committee**

20. (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than -
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

### **Voting and Decisions**

21. (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member eligible to vote 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; but if the President votes by proxy pursuant to rule 19 (9), the proxy shall cast a second or casting vote in the manner specified on the form of proxy.
- (3) Subject to rule 19 (5), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **PART IV - GENERAL MEETINGS**

### **Annual General Meeting - Holding of**

22. (1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association shall hold its first annual general meeting -

- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of two (2) months after the expiration of the first financial year of the Association.

### **Annual General Meeting - Calling of and Business at**

23. (1) The annual general meeting of the Association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the Committee 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 shall be -
- (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 upon the activities of the Association during the last preceding financial year,
  - (c) to elect office-bearers of the Association and the ordinary members of the Committee; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 30 (3) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

### **Special General Meetings - Calling of**

24. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 25 percent 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) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall be lodged with the Secretary; and
  - (d) 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 one (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 three (3) months after that date.

- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- (6) At any special general meeting convened by a member in accordance with clauses (4) and (5), no business shall be capable of being validly transacted unless notice thereof has been given to all the members of the Committee by sending to each member of the Committee by pre-paid post a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, such notice to be mailed at least twenty one (21) days before the date fixed for the holding of such a meeting.

### **Notice**

25. (1) The Secretary of the Association shall, at least 14 days before the date fixed for the holding of a general meeting of the Association, cause to be posted in a prominent position at every dojo in Victoria registered as such with the National Association, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) A member desiring to bring any business before a meeting may give notice of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **Presiding Member**

26. (1) The President, or, in the President's absence, his nominee in writing, or, if there is no such nominee, the Secretary or Treasurer, or, in their absence or if they be unwilling to so act, one of the ordinary Committee members shall preside at each general meeting of the Association.
- (2) In the absence of the persons specified in clause (1), or if they be unwilling to act as such, the members present shall elect one of their number to preside as chairperson at the meeting.

### **Procedure**

27. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under these rules to



vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five (5)) shall constitute a quorum.

### **Adjournment**

28. (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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting to the members of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting, in accordance with rule 25 (1).
- (3) Except as provided in clauses (1) and (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.

### **Making of Decisions**

- 29 (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the 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.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than three (3) members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken -
  - (a) immediately in the case of a poll which relates to the election of the chairperson of

the meeting (subject to rule 26) or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **Special Resolution**

30. A resolution of the Association is a special resolution if -

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

### **Voting**

31. (1) Upon any question arising at a general meeting of the Association a member has one vote only.
- (2) A member of the Association who is a minor under the age of eighteen (18) years may not vote personally or by proxy at a meeting of the Association.
- (3) All votes shall be given personally or by proxy but no member may hold more than eight (8) proxies.
- (4) 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.
- (5) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year, such subscription being not more than six (6) months in arrears.

### **Appointment of Proxies**

32. (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary not later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Schedule 2 to these rules.

## **PART V - MISCELLANEOUS**

### **Funds - Source**

33. (1) The funds of the Association shall be derived from training fees, entrance fees to exhibitions, the sale of weapons equipment and uniforms to the members, joining fees and annual membership renewal fees, donations, fees for the presentation of exhibitions, and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall subject to clause (4) as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) In the case of training fees, a recording in the Association's records of a member's attendance at each training session held by the Association shall be deemed to be sufficient compliance with clause (3).

### **Funds Management**

34. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- (3) Electronic payments shall be made by the Treasurer or an authorised delegate from the Committee with the written permission, including electronic means, of another member of the Committee or employees of the Association being members or employees authorised to do so by the Committee.

### **Alteration of Objects and Rules**

35. (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.
- (2) Subject to this clause any alteration, rescission or addition to the objects and rules of the Association shall be subject to a right of veto in the National Area Representative or his delegate appointed for this purpose, who shall be given written notice of any proposed change to the objects and rules by pre-paid post to be posted at least twenty-one (21) days prior to the meeting which considers it.
- (3) Should the National Area Representative or his delegate for that purpose

exercise a right of veto pursuant to rule (2), such veto shall cease to be effective if the Board of the National Association does not ratify the exercise of this right of veto at its next meeting held not sooner than twenty-one (21) days after the meeting at which the veto is exercised.

- (4) If the Board of the National Association reverses the decision of the National Area Representative to exercise his right of veto or fails to consider the question in accordance with clause (2), any proposed alteration of the objects or rules duly passed by a special resolution of the Association shall thereupon become effective.
- (5) The Association may pass a special resolution to alter, rescind or add to these rules and the objects of the Association notwithstanding the fact that the National Area Representative has exercised the right of veto specified in clause (2), but any alteration rescission or addition shall not become effective unless
  - (a) either clause (4) comes into operation, or
  - (b) unless a further special resolution is passed in identical or similar terms which is not vetoed in accordance with clause (2).
- (6) The Committee shall make written representations in writing to any meeting of the Board of the National Association which considers and votes upon the National Area Representative's exercise of the right of veto set out in clause (2) and may authorise one of its members to attend such Board meeting to make oral representations on its behalf, and may resolve that such attendance shall be wholly or partly at the Association's expense.
- (7) If the National Association ceases to exist, clauses (2), (3), (4) and (5) of this rule shall cease to be effective.

### **Common Seal**

36. (1) The common seal of the Association shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or Secretary.

### **Custody of Books, etc.**

37. Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **Inspection of Books, etc.**

38. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour by previous appointment.

### **Service of Notices**

39. (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the Register of members.
- (2) Where a document is sent to a person by properly addressing, pre-paying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### **Surplus Property**

40. (1) The Association may by special resolution provide for disposal of its assets in the event of the winding up of the Association.
- (2) The Association may by special resolution nominate an incorporated association in which its surplus property is to vest in the event of the winding up of the Association.

**SCHEDULE 1 (RULE 19.(9))**

**FORM OF APPOINTMENT OF PRESIDENT'S PROXY**

I, ..... of .....  
(full name) (address)

being the President of Aikido Victoria (Aiki-Kai) Incorporated hereby appoint

..... of .....  
(full name of proxy) (address)

being a member of the Committee of that incorporated Association, as my proxy to vote for me on my behalf at the Committee meeting of the Association,

to be held on the ..... day of ..... 20.....

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/ against the resolution(s) shown (this section must be completed and specify all the resolutions upon which the proxy is entitled to vote and the manner in which the proxy must vote).

Vote Resolution

.....  
Signature of President

.....  
date

Note: A proxy vote may not be given to a person who is not a member of the Committee of Association.

**SCHEDULE 2 (RULE 32.(2))**

**FORM OF APPOINTMENT OF MEMBER'S PROXY**

I, ..... of .....  
(full name) (address)

being a member of Aikido Victoria (Aiki-Kai) Incorporated hereby appoint

..... of .....  
(full name of proxy) (address)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be),

to be held on the ..... day of ..... 20....

and at any adjournment of that meeting,

My proxy is authorised to vote in favour of/ against / at his discretion for the resolution(s) shown (insert list of resolutions if desired)

Vote Resolution

.....  
Signature of member appointing proxy

.....  
date

Note: A proxy vote may not be given to a person who is not a member of the Association.