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ADELAIDE UNIVERSITY KARATE CLUB INCORPORATED

RULES OF ASSOCIATION

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RULES OF ASSOCIATION

ADELAIDE UNIVERSITY KARATE CLUB INCORPORATED

1. NAME

- 1.1. Subject to Rule 1.2, the name of the Association is “Adelaide University Karate Club Incorporated”.
- 1.2. If any consent or approval required for the use of the Association's name is withdrawn, expires or cannot be obtained, the name of the Association will be changed to another name (determined by the Committee) that does not require that consent.

2. DEFINITIONS

In these Rules unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 1985 (SA).

“**Association**” means the Adelaide University Karate Club Incorporated.

“**Business Day**” means a day other than a Saturday, Sunday or public holiday in South Australia.

“**Committee**” means the Committee of Management of the Association.

“**Committee Member**” means a person who is appointed as a member of the Committee in accordance with these Rules.

“**Member**” means a person who:

- (a) immediately before the time of coming into operation of these Rules, was a member of the unincorporated association known as “University of Adelaide Goju Karate Seishikan Club”; or
- (b) after that time, was admitted as a member of the Association in accordance with these Rules,

and has not ceased to be a member of the Association.

“**Rules**” means these Rules of the Association as amended from time to time.

“**Seal**” means any common seal or duplicate common seal of the Association.

“**Special Resolution**” means a resolution passed by a majority of not less than three-quarters of the Members present, in person or by proxy or attorney, and entitled to vote at a duly convened general meeting of the Association of which at least 21 days' written notice specifying the intention to propose the resolution as a Special Resolution at the meeting has been given to all Members.

“**Sports Association**” means the Adelaide University Sports Association Incorporated ABN 92 486 723 757.

“**Subcommittee**” means a subcommittee of the Committee formed under Rule 22.1.

“**University**” means the University of Adelaide ABN 61 249 878 937, a body corporate established pursuant to the provisions of the University of Adelaide Act 1971 (SA), of North Terrace, Adelaide, South Australia 5005.

3. INTERPRETATION

- 3.1. The singular includes the plural and vice versa.
- 3.2. Words importing a gender include the other genders.
- 3.3. Where a word or expression is defined or given meaning, another grammatical form has a corresponding meaning.
- 3.4. Any heading or table of contents is for convenience only and does not affect the interpretation of these Rules.
- 3.5. A reference to legislation or a provision of legislation includes:
 - (a) all regulations, orders or instruments issued under the legislation or provision; and
 - (b) any modification, consolidation, amendment, re-enactment, replacement or codification of such legislation or provision.
- 3.6. A reference to “**in writing**” or “**written**” includes any means of representing or reproducing words in a visible form.
- 3.7. Where an act would be required to be done, or a time limit or period would expire, on a day which is not a Business Day, the act must be done, or the limit or period will expire, on the following Business Day.

4. OBJECTS

The objects of the Association are:

- (a) to promote Karate;
- (b) to promote and encourage membership of the Association and therefore participation in Karate;
- (c) to provide Members and prospective Members with facilities, equipment, services and instruction for learning, training and participating in Karate;
- (d) to participate in, and provide, sporting, recreational and cultural activities deemed to be in the interests of the Association and the Members;
- (e) to host, organise and conduct competitions and championships;
- (f) to establish and maintain membership, affiliation and/or relationships with the Sports Association, JKF Goju Kai (Australia), JKF Goju Kai (Japan) and any

other body, whether in Australia or outside Australia, deemed to be in the interests of the Association and the Members;

- (g) to operate as a non-profit club;
- (h) to engage in fund raising activities and to pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association;
- (i) to liaise with Government and semi-Government bodies, both state and federal, and to apply for and pursue applications for Governmental assistance and support;
- (j) to do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve; and
- (k) to undertake and do all things or activities which are necessary, incidental or conducive to the advancement of these objects.

5. APPLICATION OF FUNDS

The income and capital of the Association will be applied exclusively to the promotion of its objects and no portion will be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

6. POWERS

The Association will have the power to do all such acts and things permitted by law that are necessary for, or conducive or incidental to, the fulfilment of its objects, including but not limited to any powers conferred on it by the Act.

7. CLASSES OF MEMBERS

7.1. Subject to Rule 7.2, there will be 2 classes of Members of the Association:

- (a) Student Members; and
- (b) External Members.

7.2. The classes of Members of the Association may be expanded, reduced or modified by the Committee from time to time.

7.3. A right or privilege 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.

8. ELIGIBILITY

- 8.1. Any natural person who is a member of the Sports Association and who is enrolled as a student of the University is eligible for admission as a Student Member.
- 8.2. Any natural person who is a member of the Sports Association is eligible for admission as an External Member.
- 8.3. The Committee may determine and vary the eligibility criteria for each class of Members from time to time provided that such criteria must include the requirement that Members of the relevant class be a member of the Sports Association.

9. ADMISSION

Any person who is eligible for admission to a class of Members will be admitted to that class of Members upon acceptance of that person's application by the Committee and payment of the first subscription fee payable by that class of Members.

10. SUBSCRIPTIONS

- 10.1. The subscription fees for membership will be such sum(s) as the Committee determines from time to time.
- 10.2. The subscription fees will be payable at such time as the Committee determines.
- 10.3. Members must promptly pay all subscription fees and other amounts payable to the Association as and when they fall due.

11. CESSATION AND WITHDRAWAL OF MEMBERSHIP

- 11.1. A person ceases to be a Member of the Association upon:
 - (a) the date of his or her death;
 - (b) the date of receipt by the Committee of his or her written notice to withdraw as a Member;
 - (c) the date on which he or she ceases to meet the eligibility criteria of the class of Members to which he or she has been admitted ("**Relevant Date**") unless he or she is able to meet the eligibility criteria of one or more other classes of Members, in which case, he or she will be deemed to have been admitted to one of those other classes of Members (selected by the Committee) and will have all rights and be bound by all obligations attaching to that other class of Members with effect from the Relevant Date; or
 - (d) the date of his or her expulsion from the Association.
- 11.2. A person who ceases to be a Member may be re-admitted as a Member in the same way that a person is admitted as a Member for the first time under these Rules.

12. SUSPENSION OR EXPULSION

12.1. Subject to Rule 12.2, the Committee may suspend or expel a Member:

- (a) whose subscription is outstanding for more than 14 days after the due date for payment;
- (b) who contravenes a provision of these Rules; or
- (c) who is guilty of conduct that, in the opinion of the Committee, is detrimental to the interests of the Association.

12.2. A Member does not have a right of appeal except that the Committee will not suspend or expel a Member pursuant to Rule 12.1(b) or 12.1(c) unless:

- (a) the Member has been informed of the alleged contravention or conduct and has been given an opportunity:
 - (i) to make an oral representation; or
 - (ii) submit a written representation,
 to the Committee showing cause why he or she should not be suspended or expelled; and
- (b) the suspension or expulsion is approved by a resolution at a meeting of the Committee at which at least three-quarters of the Committee Members present and entitled to vote, vote in favour of the suspension or expulsion.

13. EFFECT OF CESSATION AND SUSPENSION OF MEMBERSHIP

13.1. A person who has for any reason ceased to be a Member:

- (a) is, notwithstanding that he or she has ceased to be a Member, liable to pay to the Association all subscription fees and other moneys payable by him or her up to the date on which he or she ceased to be a Member which may be recovered as a debt due to the Association; and
- (b) has no claim upon the property of the Association.

13.2. A Member who has been suspended will not be entitled to exercise any of his or her rights or privileges as a Member during the period of suspension.

14. REGISTER OF MEMBERS

The Association will keep a register of Members containing:

- (a) the name and address of each Member;
- (b) the date on which each Member was admitted to the Association; and
- (c) if applicable, the date of, and reason(s) for, termination of membership.

15. COMMITTEE

The Committee of the Association will comprise:

- (a) a president;
- (b) a secretary;
- (c) a treasurer; and
- (d) no more than 3 other persons.

16. APPOINTMENT

- 16.1. The Committee will be elected by the Members each year at the annual general meeting of the Association.
- 16.2. Each Committee Member will hold office from the date of his or her appointment until the next annual general meeting.
- 16.3. A retiring Committee Member will be eligible to stand for re-election without nomination. No other person will be eligible to stand for election unless:
 - (a) a Committee Member of the Association has nominated that person at least 10 days before the general meeting; or
 - (b) a Member of the Association has nominated that person at least 28 days before the general meeting,

by delivering the nomination of that person to the secretary of the Association, which nomination must be signed by the proposer and by the nominee. Notice of every candidate will be served by the Association on the Members at least 5 days prior to the meeting at which the election takes place.

- 16.4. The Members in a general meeting may appoint additional Committee Members but the total number of Committee Members must not at any time exceed the maximum number under Rule 15.
- 16.5. Despite the provisions of Rules 16.1 and 16.4, the Committee Members will have power at any time and from time to time to appoint any other person as a Committee Member either to fill a casual vacancy or as an addition to the Committee but the total number of Committee Members must not at any time exceed the maximum number under Rule 15.
- 16.6. Only natural persons of at least eighteen years of age are eligible to hold office as a Committee Member.
- 16.7. A Committee Member need not be a Member.

17. REMUNERATION AND INTERESTS

- 17.1. (a) No Committee Member will be disqualified by the holding of that office from:

- (i) accepting or holding any office of profit except that of auditor of the Association; or
 - (ii) contracting with the Association either as vendor or purchaser or otherwise in any manner.
- (b) A Committee Member having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act and must not vote with respect to that contract or proposed contract. The Committee Member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.
- (c) A general notice given to the Committee by any Committee Member to the effect that such Committee Member is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm will be deemed to be a sufficient declaration of interest to the Committee in relation to any contract or arrangement so made for the purposes of Rule 17.1(b).
- (d) Where a Committee Member discloses a pecuniary interest in a contract, or proposed contract, in accordance with this Rule 17.1, or his or her interest is not such as need be disclosed under this Rule 17.1:
- (i) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Committee Member and the Association; and
 - (ii) the Committee Member is not liable to account for profits derived from the contract.

17.2. The Committee Members will be paid such remuneration as is from time to time determined by the Association in general meeting. That remuneration will accrue from day to day.

17.3. The Committee Members may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Committee, meetings of any Subcommittees or general meetings of the Association or otherwise in connection with the business of the Association.

18. REMOVAL

A Committee Member may be removed by a Special Resolution.

19. VACATION OF OFFICE

If a Committee Member:

- (a) dies;
- (b) 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;

- (c) becomes prohibited from being a Committee Member by reason of any order made under or pursuant to any law;
- (d) resigns his or her office by written notice to the Committee;
- (e) is absent, without leave of the Committee, from 2 consecutive meetings of the Committee; or
- (f) is removed from office in accordance with Rule 18,

his or her office becomes vacant.

20. POWERS AND DUTIES OF THE COMMITTEE

- 20.1. The affairs of the Association will be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting.
- 20.2. The Committee may make, alter or repeal any club rules, not being these Rules or inconsistent with these Rules or the Act, as it may deem necessary or expedient from time to time. Members must comply with all rules made by the Committee from time to time pursuant to this Rule 20.2.
- 20.3. The Committee has the management and control of the funds and other property of the Association.
- 20.4. The Committee has the authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- 20.5. The Committee may, by power of attorney, appoint any person to be the attorney of the Association for any purpose, with any powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Committee), for any period and subject to any conditions it thinks fit.
- 20.6. Any power of attorney granted under Rule 20.5 may contain such provisions for the protection and convenience of persons dealing with the attorney as the Committee thinks fit, and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in that attorney.
- 20.7. All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the persons and in the manner that the Committee determines from time to time.
- 20.8. The Committee will appoint a public officer as required by the Act.
- 20.9. The Committee may appoint a person as chief instructor and delegate to him or her all or any powers (to the exclusion of the powers of the Committee or otherwise) to manage, conduct, schedule, coordinate and provide instruction for training sessions and gradings provided to Members and to delegate all or any of such powers. The chief instructor will, subject to the terms of any agreement entered into in a particular case, be appointed for such period and upon such terms and receive such remuneration as the Committee determines.

21. PROCEEDINGS OF COMMITTEE

- 21.1. The Committee Members may meet together either in person or (subject to Rule 21.11) by radio, telephone, closed circuit television or other form of instantaneous communication for the dispatch of business and adjourn and otherwise regulate meetings and proceedings of the Committee as they think fit.
- 21.2. A Committee Member may at any time, and the secretary must on the requisition of a Committee Member, convene a meeting of the Committee by giving notice at least 7 days (or any shorter period as the other Committee Members may agree) before the time at which the meeting is to be held.
- 21.3. At a meeting of the Committee, the number of Committee Members whose presence is necessary to constitute a quorum is such number as is determined by the Committee and, unless so determined, is 2 Committee Members entitled to vote. Unless determined by the Committee, a quorum need only be present at the time when the meeting proceeds to business.
- 21.4. If a vacancy in the office of a Committee Member occurs, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum for a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum or of convening a general meeting of the Association.
- 21.5. Subject to these Rules, questions arising at a meeting of the Committee will be decided by a simple majority of votes of Committee Members present and entitled to vote and any such decision will for all purposes be deemed a decision of the Committee.
- 21.6. At meetings of the Committee, each Committee Member entitled to vote may vote in person or by proxy or attorney and each Committee Member present in person or by proxy or attorney has one vote.
- 21.7. In the case of an equality of votes, the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote.
- 21.8. All acts done by:
- (a) any meeting of the Committee;
 - (b) any person acting as a Committee Member; or
 - (c) a Subcommittee,
- will be as valid as if the person had been duly appointed and was qualified to be a Committee Member or a Subcommittee member, notwithstanding that it is afterwards discovered that there was some defect in the appointment of that person to be, or to act as, a Committee Member or a Subcommittee member or that the person so appointed was disqualified.
- 21.9. A decision in which all of the Committee Members concur is a resolution of the Committee notwithstanding that it is not made at a meeting of the Committee.
- 21.10. The Committee will cause a record to be kept of any resolution made under Rule 21.9.
- 21.11. If:

- (a) the Committee Members confer by radio, telephone, closed circuit television or any other form of instantaneous communication;
- (b) all the Committee Members who for the time being are entitled to receive notice of a meeting of the Committee receive (or waive) notice of the conference and if they desire to participate have access to the means by which the conference is to take place;
- (c) each of the Committee Members taking part in the conference acknowledges that he or she is able to hear each of the other Committee Members taking part in the conference; and
- (d) the number of Committee Members taking part in the conference is not less than a quorum whether or not any one or more of those Committee Members is out of South Australia or Australia,

then all the provisions of these Rules relating to meetings of the Committee will apply to the conference as if that conference was a meeting of the Committee and the Committee Members taking part in the conference were physically present together at a meeting and any resolution passed by such a conference will be deemed to have been passed at a meeting of the Committee held on the day and at the time at which the conference was held.

- 21.12. The fact that a Committee Member is taking part in the conference will be made known to all the other Committee Members taking part at the commencement of the conference and a Committee Member will be deemed to continue to be present and form part of the quorum until that Committee Member makes it known that he or she is ceasing to take part in that conference and obtains the express consent of the chairperson of that conference to do so.
- 21.13. A minute of the proceedings at the conference will be sufficient evidence of those proceedings and observance of all necessary formalities if certified as a correct record by the chairperson of that conference.
- 21.14. Subject to Rule 21.15, the president of the Committee or, in the president's absence, the secretary will preside as chairperson at every Committee meeting.
- 21.15. Where a meeting of the Committee is held and:
- (a) there is no president or secretary; or
 - (b) the president or secretary is not present within 15 minutes after the time appointed for the holding of the meeting or does not wish to act as chairperson of the meeting,

the Committee Members present will elect one of their number to be chairperson of the meeting.

22. SUBCOMMITTEE

- 22.1. The Committee may delegate any of its powers to a subcommittee or subcommittees consisting of a number of Committee Members and/or other persons as they think fit.

- 22.2. A Subcommittee will exercise the powers delegated in accordance with any directions of the Committee and a power so exercised will be deemed to have been exercised by the Committee.
- 22.3. The rules governing the proceedings of a meeting of the Committee in Rule 21 will apply to a meeting of the Subcommittee unless directed otherwise by the Committee.

23. ANNUAL GENERAL MEETINGS

- 23.1. The Committee will convene annual general meetings in accordance with the Act and these Rules by at least 14 days' notice (or any shorter period of notice as the Members may agree) given in accordance with these Rules.
- 23.2. The first annual general meeting will be held within 18 months of the incorporation of the Association, and thereafter within 5 months after the end of its financial year.
- 23.3. The order of the business at the meeting will be:
- (a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - (b) the consideration of the accounts and reports of the Committee;
 - (c) the auditor's report (if an auditor's report is required);
 - (d) the election of Committee Members;
 - (e) the appointment of auditors (if required); and
 - (f) any other business requiring consideration by the Association in general meeting.

24. SPECIAL GENERAL MEETINGS

- 24.1. The Committee may convene a special general meeting at any time by at least 14 days' notice (or any shorter period of notice as the Members may agree) given in accordance with these Rules.
- 24.2. Within one month of receiving a requisition in writing of:
- (a) at least 50% of the votes that may be cast at a general meeting; or
 - (b) at least 10 Members who are entitled to vote at a general meeting,
- the Committee will convene a special general meeting for the purpose specified in the requisition.
- 24.3. Every requisition for a special general meeting must be signed by the relevant Members and must state the purpose of the meeting.
- 24.4. If a special general meeting is not convened within one month, as required by Rule 24.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting must be convened in the same manner as nearly as practical as a

meeting convened by the Committee, and for this purpose the Committee will ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be borne by the Association.

25. NOTICE OF GENERAL MEETING

25.1. A notice of general meeting must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the meeting's business;
- (c) if a Special Resolution is to be proposed at the meeting – set out an intention to propose the Special Resolution and state the resolution;
- (d) if a Member is entitled to appoint a proxy – contain a statement setting out the following information:
 - (i) that the Member has a right to appoint a proxy; and
 - (ii) whether or not the proxy needs to be a Member.

25.2. It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the confirmation of minutes of a previous meeting, the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members or the appointment and fixing of the remuneration of the auditors.

25.3. The non-receipt of a notice of general meeting by, or the accidental omission to give notice to, any person entitled to receive such a notice does not invalidate the proceedings or any resolution passed at the relevant meeting.

25.4. A person may waive notice of any general meeting by giving notice in writing to the Association to that effect.

25.5. The Committee may, no later than 24 hours before the time at which a general meeting is to be held in accordance with a notice of general meeting, by giving written notice to all persons to whom the notice of general meeting was given and to any other person who is then entitled to notice of general meetings, postpone that general meeting, change the place at which that general meeting is to be held, or both.

25.6. Any notice postponing a general meeting or changing the place at which it is to be held will specify the place, date and time of that meeting which when held will be deemed to have been duly convened pursuant to the notice first convening it.

25.7. The Committee may withdraw and cancel a notice of general meeting other than a notice of general meeting given to convene a meeting held at the requisition of Members. Written notice of the withdrawal and cancellation of a notice of general meeting pursuant to this Rule must be given to all persons to whom that notice was given and to any other person who is then entitled to notice of general meetings.

26. PROCEEDINGS AT GENERAL MEETINGS

- 26.1. No business will be transacted at any general meeting unless a quorum of Members is present at the time the meeting proceeds to business.
- 26.2. The quorum for a general meeting is 2 Members entitled to vote.
- 26.3. For the purpose of determining whether a quorum is present, a person attending as a proxy or as an attorney of a Member, will be deemed to be a Member.
- 26.4. If a quorum is not present within 30 minutes from the time appointed for the meeting:
- (a) where the meeting was convened on the requisition of Members, the meeting will be dissolved; or
 - (b) in any other case:
 - (i) the meeting stands adjourned to a day, time and place as the Committee determines or, if no determination is made by the Committee, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting will be dissolved.

27. CHAIRPERSON OF GENERAL MEETINGS

- 27.1. Subject to Rule 27.2, the president of the Committee or, in the president's absence, the secretary will preside as chairperson at every general meeting.
- 27.2. Where a general meeting is held and:
- (a) there is no president or secretary; or
 - (b) the president or secretary is not present within 15 minutes after the time appointed for the meeting or does not wish to act as chairperson of the meeting,
- the Committee Members present will elect one of their number or, in the absence of all Committee Members or if none of the Committee Members present wish to act, the Members present in person or by proxy or attorney and entitled to vote will elect one of their number to be chairperson of the meeting.

28. ADJOURNMENT OF GENERAL MEETINGS

- 28.1. The chairperson may with the consent of any meeting at which a quorum is present, and will if directed by the meeting, adjourn the meeting to another time and to another place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 28.2. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

- 28.3. Except as provided by Rule 28.2, it is unnecessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29. VOTING AT GENERAL MEETINGS

- 29.1. Subject to these Rules, questions arising at a general meeting of the Association will be decided by a simple majority of votes of Members present in person or by proxy or attorney and entitled to vote.
- 29.2. At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded by:
- (a) the chairperson;
 - (b) at least 2 Members present in person or by proxy or attorney, who are entitled to vote on the resolution;
 - (c) a Member or Members present in person or by proxy or attorney and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 29.3. Unless a poll is demanded, a declaration by the chairperson 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 book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 29.4. The demand for a poll may be withdrawn.
- 29.5. If a poll is duly demanded, it will be taken in the manner described in these Rules and (subject to Rule 29.6) either immediately or after an interval or adjournment or as the chairperson directs and the result of the poll will be a resolution of the meeting at which the poll was demanded.
- 29.6. A poll demanded on the election of a chairperson or on a motion to adjourn a meeting will be taken immediately.
- 29.7. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote.
- 29.8. Subject to any rights or restrictions attached to any class or classes of membership:
- (a) at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or attorney; and
 - (b) on a show of hands and on a poll every Member present in person or by proxy or attorney has one vote.
- 29.9. (a) If a Member is:
- (i) of unsound mind;

- (ii) a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (iii) a minor,

that Member's committee or trustee or such other person who properly has the management or guardianship of that Member's estate or affairs may, subject to Rule 29.9(b), exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

- (b) Any person with powers of management or guardianship must not exercise any rights under Rule 29.9(a) unless and until the person has provided the Committee with satisfactory evidence of the person's appointment and status.

29.10. Except if the Committee consents, a Member is not entitled to vote at a general meeting unless all subscription fees and other sums presently payable by that Member to the Association have been paid.

29.11. (a) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.

- (b) Any such objection will be referred to the chairperson of the meeting, whose decision is final.

- (c) A vote not disallowed pursuant to such an objection is valid for all purposes.

30. PROXIES

30.1. An instrument appointing a proxy will be in writing under the hand of the appointor or of that appointor's attorney duly authorised in writing.

30.2. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

30.3. An instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.

30.4. (a) The documents to be received by the Association for an appointment of a proxy to be effective must be received by the Association at least 48 hours (or any shorter period as the Committee may permit) before the meeting commences or resumes (as the case may be).

- (b) For an instrument appointing an attorney to act on behalf of a Member or Committee Member at all meetings of the Association or Committee (as relevant) or at all meetings for a specified period to be effective, the following documents must be received by the Association at least 48 hours (or any shorter period as the Committee may permit) before commencement of the meeting or adjourned meeting at which the attorney proposes to vote:

- (i) the power of attorney or a certified copy of that power of attorney; and

- (ii) any evidence that the Committee may require of the validity and non-revocation of that power of attorney.
 - (c) For the purposes of Rules 30.4(a) and (b), the Association receives documents when they are received at a place, postal address, fax number or electronic address specified for the purpose in the notice of meeting.
- 30.5. A vote exercised in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
- (a) the previous death or unsoundness of mind of the principal; or
 - (b) the revocation of the instrument (or of the authority under which the instrument was executed) or power of attorney,
- if no written notice of the death, unsoundness of mind or revocation has been received by the Association at least 48 hours before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
- 30.6. A proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.
- 30.7. (a) No instrument appointing a proxy will be treated as invalid merely because it does not contain:
- (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairperson of the meeting and where the instrument does not indicate the manner in which the proxy is to vote, the instrument is taken to direct the proxy to vote as he or she thinks fit or abstain from voting.
- 30.8. Subject to the Act, the Committee may waive any requirements in relation to the form, execution and lodgment of appointments of a proxy or attorney and, in particular, may, upon the production of such other evidence as the Committee requires to prove the validity of the appointment, accept an oral appointment of a proxy or attorney or an appointment that is not properly executed.

31. RIGHT TO ATTEND GENERAL MEETING

- 31.1. A Committee Member (whether a Member or not) will be entitled to be present and to speak at any general meeting.
- 31.2. Any person (whether a Member or not) requested by the Committee to attend any general meeting will be entitled to be present and, at the request of the chairperson, to speak at that general meeting.

32. SINGLE MEMBER AND CIRCULATING RESOLUTIONS

- 32.1. Nothing in these Rules limits the Association's power to pass a resolution while the Association has only one Member by recording the resolution and signing the record.
- 32.2. The Association may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last member signs.
- 32.1. A document signed in accordance this Rule 32 which records a decision of the Member or Members:
- (a) constitutes a decision of the Association and is valid and effective as if it were a resolution duly passed at a general meeting of the Association; and
 - (b) has effect as a minute of that decision.

33. SEAL

- 33.1. The Association may have a Seal. If the company has a Seal it may also have a duplicate Seal.
- 33.2. A Seal will be used only by the authority of the Committee or of a Subcommittee authorised by the Committee to authorise the use of the Seal. Every document to which the Seal is affixed will be signed by:
- (a) 2 Committee Members; or
 - (b) a Committee Member and a person appointed by the Committee to countersign that document or a class of documents in which that document is included.
- 33.3. This Rule does not limit the ways in which the Association may execute a document.
- 33.4. The Committee must provide for the safe custody of the Seal.

34. MINUTES

- 34.1. Proper minutes of all proceedings of general meetings of the Association and of meetings of the Committee, will be entered within one month after the relevant meeting in minute books kept for that purpose.
- 34.2. The minutes kept pursuant to this Rule must be confirmed by the Members or the Committee Members (as relevant) at a subsequent meeting.
- 34.3. The minutes kept pursuant to this Rule will be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 34.4. Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting

will be deemed to have been duly held, and that all appointments made at a meeting will be deemed to be valid.

- 34.5. The minutes kept pursuant to this Rule will be kept at such place or in the custody of such officer of the Association as determined by the Committee and, unless so determined, in the custody of the public officer of the Association appointed from time to time.

35. INSPECTION OF RECORDS

- 35.1. The Committee will determine whether and to what extent, at what time and place and under what conditions, the accounting records and other documents of the Association or any of them will be open to the inspection of Members.
- 35.2. A Member, other than a Committee Member, does not have the right to inspect any document of the Association except as provided by law or authorised by the Committee or by the Association in general meeting.

36. FINANCIAL REPORTING

- 36.1. The first financial year of the Association will be the period ending on the next 31 December following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.
- 36.2. The Association will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act. The accounting records will be kept at such place or in the custody of such officer of the Association as determined by the Committee and, unless so determined, in the custody of the public officer of the Association appointed from time to time.

37. NOTICES

- 37.1. A notice may be given by the Association to any Member by:
- (a) personal service;
 - (b) sending it by post to the address shown in the register of Members or to the address supplied by that Member to the Association for delivery of notices;
 - (c) sending it to the facsimile number or electronic address supplied by that Member; or
 - (d) sending it to the Member by any other means agreed with that Member.
- 37.2. Where a notice is sent by post, service of the notice will effected by properly addressing, prepaying and posting a letter containing the notice, and will be deemed to have been effected on the first Business Day after the date of its posting.
- 37.3. Where a notice is given by facsimile, service of the notice will be deemed to have been effected at the time the Association transmits the facsimile to the number supplied by the

Member, unless the Association has reason to believe that the transmission was not successful.

- 37.4. Where a notice is given by email, service of the notice will be deemed to have been effected at the time the Association transmits the email to the electronic address supplied by the Member, unless the Association has reason to believe that the transmission was not successful.
- 37.5. Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Committee Member; and
 - (c) the auditor for the time being of the Association (if any).
- 37.6. No other person is entitled to receive notices of general meetings.

38. WINDING UP

- 38.1. The Association may be wound up in the manner provided for in the Act.
- 38.2. Upon dissolution or winding up of the Association, the Committee will, after paying or making provision for the payment of all liabilities of the Association, transfer any surplus assets of the Association to the Sports Association to be used within the University as the Sports Association thinks fit.

39. INDEMNITY

- 39.1. Every person who is or has been a Committee Member or Subcommittee member of the Association will be indemnified, to the maximum extent permitted by law (but subject to any limitation agreed between the Association and that person from time to time), out of the property of the Association against:
- (a) any liability incurred to another person (other than the Association) as such an officer unless the liability arises out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (b) any liability for costs and expenses incurred by that person:
 - (i) in defending any proceedings relating to that person's position with the Association, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
 - (ii) in connection with any application in relation to any proceedings relating to that person's position with the Association, whether civil or criminal, in which relief is granted to that person under the Act by the court.
- 39.2. The Association need not indemnify a person as provided for in Rule 39.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.

39.3. To the extent permitted by law and without limiting the powers of the Association, the Committee may authorise the Association to, and the Association may enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of,

a person who is, or has been, a Committee Member, Subcommittee member, auditor, employee or other officer of the Association, which indemnity or insurance policy may be in such terms as the Committee approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

39.4. The benefit of each indemnity given in Rule 39.1 continues, even after its terms or the terms of this Rule 39 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

40. RELEASE

None of the Association, Committee Members, Subcommittee members, public officer or chief instructor will be liable to a Member for any injury, loss or damage suffered or incurred or arising directly or indirectly as a result of or in connection with participating in Karate through the Association, whether in contract, tort (including negligence) or otherwise.

41. ALTERATION OF CONSTITUTION

41.1. Subject to Rule 41.2, these Rules may only be varied, deleted or replaced by a Special Resolution.

41.2. The following Rules may be varied, deleted or replaced only by a resolution passed unanimously by Members present, in person or by proxy or attorney, and entitled to vote at a duly convened general meeting of the Association of which at least 21 days' written notice specifying the intention to propose the resolution at the meeting has been duly given:

- (a) Rule 1 (the name of the Association); and
- (b) Rule 4 (the objects of the Association).

42. RULES BINDING

These Rules will bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.