

# CONSTITUTION OF THE UNION OF NEW ZEALAND KARATE ORGANISATIONS INCORPORATED

The adoption and registration of these Rules repeals and replaces the former Rules of the Union of New Zealand Karate Organisations.

## 1. NAME

The name of the society shall be the Union of New Zealand Karate Organisations Incorporated which may hereinafter be referred to as UNZKO or Karate New Zealand, as short title.

## 2. INTERPRETATION

- (a) **“Constituent member”** means any Karate Club admitted to membership of Karate New Zealand, and shall where appropriate include a delegated proxy.
- (b) **“Delegate”** means a person appointed in writing by a Constituent to act as its representative and vote on its behalf.
- (c) **“Executive Board”** means the Executive Board of Management of Karate New Zealand.
- (d) **“Karate competition”** means Karate competition under the Rules of the World Karate Federation but does not include competitions organised by individual organisations whose dojos are Constituent members of Karate New Zealand.
- (e) **“Regional Council”** means the body managing, on behalf of Karate New Zealand, the promotion and development and control of Karate competition in a particular geographic region as defined from time to time by Karate New Zealand.
- (f) **“WKF”** means the World Karate Federation and includes its affiliated or subsidiary organisations.
- (g) Where the context so requires, words importing the singular member shall include the plural; the masculine gender shall include the feminine; persons shall include companies and vice versa.

### **3. REGISTERED OFFICE**

- (a) The registered office of Karate New Zealand shall be at the place of residence of the National Treasurer or at such place as the Executive Board may from time to time determine.
- (b) Notice of every change of situation of the registered office shall be duly sent to the Registrar of Incorporated Societies.

### **4. OBJECTS**

- (a) To promote, support, protect and encourage the practice and teaching of sport, traditional and recreational Karate in New Zealand.
- (b) To develop the technique and spirit of Karate-do and mutual respect and friendship amongst its members.
- (c) To exercise general administrative control over Karate competition in New Zealand.
- (d) To organise and control National Karate Championships.
- (e) To select and support contestants in National and International Karate Championships.
- (f) To administer and control internal and overseas tours by Karate New Zealand competitors and officials or their counterparts from other organisations affiliated to WKF.
- (g) To affiliate and maintain affiliation to WKF.

### **5. POWERS**

Without limiting in any way the objects specified in this Constitution, Karate New Zealand shall be specifically empowered:

- (a) To co-operate with, support and assist other organisations, bodies and parties which, in the opinion of Karate New Zealand, promote the best interests of sport, traditional and recreational Karate.
- (b) To communicate with, affiliate with, or enter into relationships with other organisations, associates, bodies and societies whether in New Zealand or outside New Zealand in such a way as to further the interests of Karate.
- (c) To liaise with government and quasi-governmental bodies and to apply for and pursue applications for governmental assistance and support.

- (d) To act as arbitrator in matters of dispute between member clubs and/or Regional Councils.
- (e) To exercise a mandatory power in regard to any dispute arising between any Regional Council and Karate New Zealand.
- (f) To use the funds of Karate New Zealand as Karate New Zealand may consider necessary and proper in the payment of the costs and expenses and furthering or carrying out the objects of Karate New Zealand or any of them including the engagement of Solicitors, Agents, Officers and servants as shall appear necessary or expedient.
- (g) To acquire, purchase, take or lease, or hire or otherwise acquire any real or personal property and to borrow, mortgage or otherwise charge property as Karate New Zealand shall think necessary or expedient for the purpose of attaining the objects of Karate New Zealand or any of them or promoting the interests of Karate New Zealand or its members and to sell, let on bail or lease with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.
- (h) To do all such things as are incidental to or conducive to the attainment of the above objects of Karate New Zealand.

## 6. PECUNIARY PROFIT

Private pecuniary profit prohibited.

- (a) Any income, benefit, or advantage shall be applied to the amateur sports purposes of the Society.
- (b) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- (c) Any income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).
- (d) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 7. MEMBERSHIP

- (a) There shall be 3 classes of membership:
  - (i) **Constituent membership** - that shall be open to any Karate club or Association acceptable to Karate New Zealand.

- (ii) **Associate Constituent membership** - that is held by:
- Each newly accepted club or Association shall hold for a probationary period of at least 6 months, and each Constituent member which fails to participate in any of the activities, tournaments and seminars organised by Karate New Zealand for a 12 month period shall hold until, on review by the Executive Board, such Associate members are granted full Constituent membership.
  - Incorporated societies or unincorporated associations whose objects are deemed by Karate New Zealand in General Meeting to be compatible with and supportive of the objects of Karate New Zealand and which meet any other requirements which Karate New Zealand in General Meeting deem necessary before granting Associate Constituent membership.
- (iii) **Individual Membership** - that each Life Member, Honorary Member, Executive Board Member for the term of their office shall hold, and each person who is a member of a Constituent club shall hold while that person is a bona fide financial member of that organisation.
- (b) Any Karate club which wishes to join Karate New Zealand shall apply, in writing, to the Secretary-General stating that it is prepared to accept this Constitution and wishes to make application for membership.
- (c) All applications for Constituent membership shall be in the form prescribed and shall be accompanied by such affiliation fees and subscriptions as shall be determined from time to time by Karate New Zealand.
- (d) To be eligible for Constituent membership a Karate club must:
- (i) teach a recognised and recognisable form or style of true Karate-do (as opposed to any other form of martial art eg Boxing, Wrestling, Judo, Ju-jitsu, Ninjutsu, Aikido, Hapkido, Taekwondo, Silat, Bando, Kick-boxing, Thai-boxing, Savate, Wushu, Kung-fu, Arnis, Kendo, Iaido etc or any combination of hybrid thereof purporting to be Karate-do by the adoption or incorporation of the name or word “Karate” or terminology alone);
  - (ii) be able to compete in a compatible manner with other member clubs in Karate competition;
  - (iii) be acceptable to Karate New Zealand in terms of any minimum requirements which are passed as By-laws under this Constitution.
- (e) Any dispute as to a club’s eligibility for membership shall be referred to the next General Meeting of Karate New Zealand whose decision shall be final.

- (f) No Constituent member or individual member thereof shall be entitled to any of the privileges or advantages of Karate New Zealand nor shall they be entitled to compete at any Karate competition controlled by Karate New Zealand whether national or international until its affiliation fees and subscriptions have been paid and no member whose affiliation fees or subscriptions are in arrears shall be entitled to vote at any General Meeting.
- (g) Associate Constituent members are at all times subject to these Rules, must at all times remain financial members of Karate New Zealand (at both National and Regional level) but shall have no voting rights.
- (h) Karate New Zealand may by a majority vote at any General Meeting elect to life membership any person in recognition of outstanding service to Karate-do in New Zealand, provided that there shall be no more than six Life Members at any one time.
- (i) The Executive Board may from time to time recommend as an Honorary Member of Karate New Zealand, any person who, in the opinion of the Board, has rendered distinguished and valuable service to the Union. The General Meeting of Karate New Zealand shall consider and approve or reject such nomination and determine the duration of such an honour.
- (j) Honorary and Life members, save when otherwise qualified, shall not hold voting rights within Karate New Zealand.
- (k) A register of Karate New Zealand Constituent members shall be maintained and shall contain the names and addresses of Constituent members, the dates at which they became members, and the names and addresses and designations of their duly appointed contact persons. Such register shall be kept at the registered office of Karate New Zealand or such other place as the Executive Board may from time to time determine.

## **8. CESSATION OF MEMBERSHIP**

- (a) A person or club ceases to be a member of Karate New Zealand if the person or club:
  - (i) dies or otherwise ceases to exist,
  - (ii) resigns that membership,
  - (iii) is expelled from Karate New Zealand, or
  - (iv) the club to which the member belongs is expelled from Karate New Zealand.
- (b) Any Constituent member wishing to resign must give at least one month's notice in writing to the Secretary-General of the intention to resign and shall settle any outstanding debts or affiliation fees or subscriptions with Karate New Zealand before such resignation is effective.

## **9. SUSPENSION OR EXPULSION OF MEMBERS**

Where the Executive Board is of the opinion that a member of Karate New Zealand:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of Karate New Zealand,

the Executive Board may, in accordance with the procedure set out in By-laws made under the constitution, by resolution expel the member from Karate New Zealand or suspend the member from membership of Karate New Zealand for a specified period.

## **10. FINANCES**

- (a) An annual subscription shall be payable by all Constituent and Associate members, the amount of which shall be determined from time to time by Karate New Zealand having regard to the current and future requirements of Karate New Zealand.
- (b) Annual subscriptions and affiliation fees shall be payable by members of Regional and Technical Councils, the amount of which shall be determined from time to time by the Executive Board (on the recommendation of the Regional or Technical Council concerned). Any Regional Council or Technical Council finances are under the control of Karate New Zealand and a financial report must be submitted to the Treasurer annually by each Council, except where the Council is separately incorporated.
- (c) The funds and property of Karate New Zealand shall be applied solely in the furtherance of the objects of Karate New Zealand.
- (d) The financial year of Karate New Zealand shall be from the 1 April to 31 March of the following year.
- (e) The Executive Board, subject to notification by Karate New Zealand at its next General Meeting, shall have full power to make regulations pertaining to the keeping of all accounts, issuing cheques, inspection of books and accounts by members and all other matters concerning the control of the finance of Karate New Zealand.
- (f) Cheques drawn on Karate New Zealand's account shall be signed by the President and the Treasurer. The Secretary-General shall be a signatory in case of the absence of the President or Treasurer. At least one of President and Treasurer must sign.
- (g) All monies received by Karate New Zealand shall be paid forthwith into Karate New Zealand's bank account.
- (h) All accounts shall be passed for payment at a meeting of the Executive Board.
- (i) An audited statement of accounts shall be presented to the next Annual General

Meeting of Karate New Zealand, for consideration and approval.

- (j) Following adoption of such financial statements, a copy shall be forwarded (as required by the Incorporated Societies Act 1908) to the Registrar of Incorporated Societies.

## **11. MEETINGS**

- (a) The Annual General Meeting shall be held not later than three months after the completion of the independent audit of Karate New Zealand's accounts for the last financial year. The date for such meeting shall be determined by the Executive Board.
- (b) The Secretary-General shall notify all Constituent members of the Annual General Meeting by post at least 21 days before the scheduled date.
- (c) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
  - (i) to confirm the minutes of the preceding Annual General Meeting or any Special General Meeting held since that meeting,
  - (ii) to receive from the Executive Board reports upon the activities of Karate New Zealand in the last financial year,
  - (iii) to hold such election of Executive Board members as required,
  - (iv) to receive and consider the financial and audit statement for the preceding financial year,
  - (v) to decide all matters of policy and give directions to the Executive Board,
  - (vi) to hear and determine final appeals from members or applicants regarding matters,
  - (vii) to fix, reduce, increase or alter affiliation and subscription fees of members,
  - (viii) to consider special business of which due notice has been given.
- (d) Special General Meetings may be called at any time, by the Executive Board or a majority of the Constituent members. The request for the Special General Meeting shall be in writing addressed to the Secretary-General and shall set out specifically the business for which the Special General Meeting is required. Any Special General Meeting must be called upon 21 days notice by the Executive Board within 6 weeks of it being requested and notice of the meeting to Constituent members shall contain details of the purpose of the meeting and any business to be considered thereat. At a Special General Meeting only the business set out in the notice convening the meeting shall be considered provided that the meeting may, by unanimous vote, permit the consideration of additional business.

- (e) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is represented during the time the meeting is considering that item. A quorum at any meeting shall consist of 50% of those eligible to attend and vote.
- (f) The Chairperson of the meeting shall be the President of Karate New Zealand or if absent the Secretary-General of Karate New Zealand or if they are both absent a member elected by the meeting.

## **12. VOTING**

- (a) Any Constituent member shall have the right to appoint one delegate or accredited representative. Any such delegate may vote on behalf of another Constituent member provided that the delegate must hold and show to the Secretary-General written authority from that Constituent member that he or she is authorised to vote on its behalf.
- (b) Voting at meetings in all questions (other than elections) shall be by voice unless the Chairperson or three delegates request a show of hands or secret ballot. Notwithstanding the foregoing, where the General Meeting so decides by resolution a postal ballot may be conducted as set down in paragraph (d) below.
- (c) Voting on all elections at General Meetings shall be by secret ballot for which purpose a sufficient number of scrutineers shall be appointed by the meeting.
- (d) A postal ballot may be conducted upon a resolution calling for such passed at a General Meeting. Where such a resolution is passed only those Constituents represented at that meeting shall be balloted. The Secretary-General shall circulate by registered mail to those Constituents entitled to vote the text of any motion(s) subject to the ballot. Each such Constituent shall have 21 days from the date of circulation to register its vote in writing with the Secretary-General. Any Constituent failing to register a vote shall be deemed to have abstained. Upon the expiry of the 21 days the Secretary-General shall declare the result of the ballot which shall take effect as if passed at the meeting calling for the ballot.

## **13. EXECUTIVE BOARD**

- (a) The administration of the business of Karate New Zealand shall be vested in a National Executive Board of Management to be called the Executive Board.
- (b) The Executive Board shall consist of the following office bearers:
  - (i) a President who shall be the Chairperson;
  - (ii) a Secretary-General;
  - (iii) a Treasurer;

- (iv) Four Board members.
- (c) The members of the Executive Board shall be elected at each tri-annual General Meeting. The Executive Board so elected shall have the power to co-opt up to two other individuals to serve on the Board to assist in specific portfolio areas requiring specialist skill and knowledge.
- (d) In the event of a casual vacancy occurring in the membership of the Board elected at an Annual General Meeting, the Executive Board may appoint a member of Karate New Zealand to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting or Special General Meeting next following the date of appointment and shall be eligible for re-appointment.
- (e) In respect of the office-bearers of the Executive Board to be elected at Annual General Meetings, nominations for candidates for election:
  - (i) Shall be made in writing, signed by two Constituent members of Karate New Zealand and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (ii) Shall be delivered to the Secretary-General not less than ten days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (f) If insufficient nominations are received to fill all vacancies on the Board, further nominations shall be received at the Annual General Meeting.
- (g) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- (h) 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.
- (i) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (j) The ballot for the election of office-bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct, notwithstanding anything in these Rules.
- (k) A nomination of a candidate for election under this rule is not valid if that candidate has been nominated for election to another office at the same election.

#### **14. DUTIES OF OFFICE BEARERS**

- (a) The President shall:
  - (i) Act as Chairman of all meetings of Karate New Zealand and exercise general

control of the management of the affairs of Karate New Zealand.

- (ii) Represent Karate New Zealand nationally and internationally in an official capacity.
  - (iii) Be responsible for the management and control of the duties of any employees of Karate New Zealand.
- (b) The Secretary-General shall assist the President in the maintenance of strict order during meetings, and shall discharge the duties of the President during his temporary absence.
- (c) The Secretary-General shall perform the following duties.
- (i) Attend to all correspondence, convene meetings and notify those eligible to be present at such meetings;
  - (ii) Place before the Executive Board all incoming and outgoing correspondence, and in the event of matters requiring attention arising between the Board meetings, shall inform the President;
  - (iii) Keep suitable and orderly files of Karate New Zealand's correspondence, members register, applications for membership and other relevant documentation.
  - (iv) Prepare minutes of each meeting and circulate such minutes as instructed by Karate New Zealand, and record in a minute book all proceedings.
  - (v) Maintain a current copy of the Rules of Karate New Zealand and have the same available at all meetings, and make the same available to all members and applicants for membership;
  - (vi) Maintain an annual record of results of all national and international competitions involving Karate New Zealand;
  - (vii) Maintain a record of all assets of Karate New Zealand.
- (d) The Treasurer shall perform the following duties:
- (i) Ensure that all monies due to Karate New Zealand are collected and received and forthwith deposit the same to the credit of Karate New Zealand at an authorised bank or approved lending institution;
  - (ii) Ensure that all payments authorised by Karate New Zealand are made;
  - (iii) Keep full and correct account of the income and expenditure of Karate New Zealand and present to meetings of the Board a statement of receipts and expenditure;
  - (iv) Present to the Annual General Meeting of Karate New Zealand, a properly

audited statement of receipts and expenditure balance sheet of the financial transactions of the Association for the financial year ended.

## **15. POWERS OF EXECUTIVE BOARD**

- (a) Subject to the Incorporated Societies Act 1908, these Rules, and any resolution passed by Karate New Zealand in General Meeting, the Executive Board:
- (i) Shall control and manage the affairs of Karate New Zealand;
  - (ii) Shall exercise all such functions as may be exercised by Karate New Zealand other than those functions that are required by these Rules to be exercised by a General Meeting of members of Karate New Zealand;
  - (iii) Shall have the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of Karate New Zealand;
  - (iv) Shall have the power to appoint and dismiss such officer, sub-Boards and employees as are required to carry out the objects of Karate New Zealand;
  - (v) Shall have the power to pay a member, or other person, for a service rendered by, or property acquired from those persons in a special or private capacity;
  - (vi) Shall have the power to levy such monies from members as are necessary for the proper running of Karate New Zealand as shall from time to time be determined;
  - (vii) Shall discipline any member in accordance with these Rules and By-laws of Karate New Zealand;
  - (viii) Shall be responsible for all expenditure of Karate New Zealand.
- (b) All acts and decisions of the Board shall have full force and validity, notwithstanding anything otherwise provided within these Rules, until such acts or decisions are reversed, altered or otherwise dealt with by Karate New Zealand in General Meeting.

## **16. BOARD MEETINGS AND QUORUM**

- (a) The Executive Board shall meet at least three times in each period of 12 months at such place and time as the Board may determine. The Board may regulate its meetings as it shall think fit.
- (b) A meeting of the Executive Board may be called by the President, the Secretary-General, or any two other members of the Board.
- (c) The President, or in his absence, the Secretary-General shall preside at all meetings of the Board. If both are absent or unwilling to act, the meeting shall appoint one of the other Board members present to preside.

- (d) Questions arising before the Board shall be decided by a bare majority of votes. The Chairperson shall exercise a casting vote only and shall not exercise a deliberative vote.
- (e) At all meetings of the Executive Board the President or Secretary-General and any three other members shall constitute a quorum.

## **17. CONSTITUTION OF REGIONAL COUNCILS**

- (a) Affairs specific to identified geographic regions (as determined from time to time by Karate New Zealand) shall be managed on behalf of Karate New Zealand by Councils representing Constituent members in those regions.
- (b) The activities of Regional Councils shall be subject to the general control of Karate New Zealand.
- (c) In the event of any dispute between a Regional Council and Karate New Zealand a mandatory power shall be exercised by Karate New Zealand.
- (d) Each Regional Council shall have a Constitution approved by the Executive Board the contents of which shall be deemed to be By-laws made under this Constitution. The Constitution of each Regional Council may be amended by a majority vote of the Council, but any amendment shall not be effective unless it is approved by a meeting of the Executive Board.

## **18. NATIONAL POLICY COUNCIL**

- (a) In reviewing existing policy and developing new policy the Executive Board must consult with the National Policy Council established under this rule.
- (b) The National Policy Council shall comprise the Chairpersons of Karate New Zealand's Regional Councils (or a delegate appointed by a Regional Council).
- (c) The President of Karate New Zealand shall chair National Policy Council Meetings but shall not have a deliberative or casting vote. The National Policy Council shall elect its own policy Council Secretary.
- (d) No current Board member shall be a member of the Policy Council.

## **19. BY-LAWS**

Karate New Zealand may from time to time in General Meeting by resolution passed with a two-thirds majority make or amend or rescind By-laws not inconsistent with this Constitution governing all or any of the following:

- (a) The activities of Regional Councils;

- (b) The organisation and administration of Karate New Zealand Karate tournaments and/or contests;
- (c) Selection of New Zealand teams/competitors for WKF and Karate New Zealand sanctioned tournaments and/or contests;
- (d) The organisation and administration of Karate New Zealand Coaching and Technical Seminars and/or Clinics;
- (e) Uniforms;
- (f) Trophies;
- (g) Technical Councils of Karate New Zealand, their constitution, function and powers;
- (h) Such other matters necessary for the proper achievement of the objects of Karate New Zealand.

## **20. ALTERATION OF RULES**

- (a) These Rules and By-laws made pursuant to them may be altered, added to, or rescinded by special resolution passed at any General Meeting provided that:
  - (i) The special resolution must be passed by not less than two-thirds of members entitled to vote and represented either in person or by proxy at the General Meeting;
  - (ii) The alteration proposed must be notified in writing to the Secretary-General not less than 21 days before the General Meeting which considers the proposal;
  - (iii) Any such notice received by the Secretary-General shall be circulated to all Constituent members at least 15 days before the General Meeting;
  - (iv) Before accepting a motion to amend the Constitution the Chairperson shall require the Secretary-General to produce a letter from Karate New Zealand's legal advisers certifying that the proposed amendment is *intra vires* and shall set out the consequential amendments made necessary by the passing of the amendment; and
  - (v) No such alteration shall be valid unless and until accepted by the Registrar of Incorporated Societies.
- (b) Amendments to the Pecuniary Profit and Winding Up clauses require the additional approval of the Commissioner of Inland Revenue.

**21. COMMON SEAL**

- (a) The Common Seal of Karate New Zealand shall be that adopted by the Executive Board and shall be kept in the safe custody of the Secretary-General.
- (b) Whenever the Common Seal of Karate New Zealand is required to be fixed to any deed, document, writing or other instrument the Seal shall be affixed pursuant to a resolution of the Executive Board by the President and any one other member of the Executive thereby authorised to affix the Seal and the persons so affixing the Seal shall at the same time sign the document to which the Seal is affixed.

**22. WINDING UP**

In the event of Karate New Zealand being wound up the surplus assets after payment of liabilities and the expenses of winding up shall be donated to a registered charity as Karate New Zealand may direct.

**23. AVAILABILITY OF RULES**

A copy of the registered Constitution of Karate New Zealand shall be held by every member of the Executive Board and shall be readily available to members of Karate New Zealand.