

**RULES OF**  
**Karate Budokan New Zealand Incorporated**

**1 Constitution**

- 1.1 The Society was originally constituted by resolution dated 18 September 2016.
- 1.2 These Rules were adopted by resolution dated 18 September 2016.

**2 Name**

- 2.1 The name of the Society is Karate Budokan New Zealand Incorporated (**Society**).

**3 Objects**

- 3.1 The primary objects of the Society are to:
  - (a) Promote and advance the Budokan style of Karate and any other approved style of Karate in New Zealand through the activities of the Society, its members and its educational activities;
  - (b) Promote karate as a self defence sport for people in the community;
  - (c) Bring children, teens and families together in an environment to learn self defence while promoting health and fitness benefits;
  - (d) Help students build and develop sportsmanship by encouraging students to participate in local, regional, national and international karate tournaments including the Olympic and Commonwealth Games;
  - (c) Represent and promote the interests of members of the Society;
  - (d) Promote high ethical standards of Budokan style of Karate in New Zealand, including excellence in its practice and application;
  - (e) Do any act or thing incidental or conducive to the attainment of any of the above objects.
- 3.2 Without detracting from the primary objects, the secondary objects of the Society are to:
  - (a) Make and enforce a Code of Ethics known as "Dojo Kun" to promote high ethical standards of karate practice in New Zealand; and
  - (b) Make policies and regulations to advance the attainment of any of the above objects.

**4 Powers**

- 4.1 In addition to its statutory powers, the Society:
  - (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient;
  - (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
  - (c) May invest in any investment in which a trustee might invest; and
  - (d) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten (10) clear days' written notice was given by circulation to all Society Members.
- 4.2 Notwithstanding any other provision, the Society shall not expend any money:
  - (a) Other than to further purposes recognised by law; nor
  - (b) For the sole personal or individual benefit of any Member.

## 5 Membership

5.1 The classes of membership are as follows:

(a) **Professional Member**

A Professional Member is a practising karate practitioner admitted under Rule 6.2 who:

- has already been an Associate Member for not less than twelve (12) months; and
- has not ceased to be a Member under Rules 7.3 or 8.0;

And a Professional Member may use the designation "ABKNZ" (Member)" to indicate such status.

(b) **Associate Member**

An Associate Member is a person who is a practising karate practitioner or is in employment directly or providing assistance voluntarily associated with karate, admitted under Rule 6.2 and who has not ceased to be a Member under Rules 7.3 or 8.0, and the Executive shall be entitled from time to time to establish different classifications of Associate Membership.

(c) **Corporate Member**

A Corporate Member is an incorporated or unincorporated body supportive of the objects of the Society admitted under Rule 6.2 which has not ceased to be a Member under Rules 7.3 or 8.0.

(d) **Life Member**

A Life Member is a person honoured for meritorious services to the Society after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of a Professional Member and shall be subject to all the duties of a Professional Member except those of paying subscriptions and levies.

(e) **Honorary Member**

An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

(f) **Retired Member**

A Retired Member is a person who was previously a Professional Member who wishes upon retirement from active practice as karate practitioner to retain links with the Society.

5.2 The Executive shall, from time to time, specify the criteria for membership under Rules 5.1(a), (b), (c) and (f).

5.3 Members other than Professional Members and Life Members shall have no rights other than as expressly specified in this Constitution and shall only be entitled to such information as the Executive thinks fit.

5.4 Professional, Associate, Corporate, Life and Retired Members shall advise the Vice-President of any change of name, address or telephone, email or facsimile number.

5.5 The Vice-President shall keep a membership register of Professional, Associate, Corporate, Life and Retired Members recording their names, addresses and telephone, email or facsimile numbers.

5.6 All Members (and Executive members) shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.

## 6 Admission of Members

6.1 Applicants for membership as Professional, Associate, Corporate and Retired Members shall complete any application form provided (and supply such information as may be required) by the Executive.

6.2 A membership application shall be processed as follows:

- (a) The application shall be considered by the Committee of the Region where the applicant carries on karate, and the Regional Committee shall convey its recommendations to the Executive;
  - (b) The Executive shall consider the application and the recommendations of the Regional Committee;
  - (c) An applicant for Professional or Associate Membership shall supply a portfolio of training or work and may be interviewed (if necessary) prior to admission to either of those classes of membership;
  - (d) The Executive shall have complete discretion whether or not to admit a membership applicant, and, if so, to which class of membership, and shall advise the applicant and the Regional Committee of its decision, and that decision shall be final.
- 6.3 Any membership application fee or any amount payable on joining the Society shall be set by the Executive.

## **7 Subscriptions and Levies**

- 7.1 The annual national subscription (and the amount of any periodic payments) for different classes of Member for the following calendar year shall be set by resolution of a General Meeting.
- 7.2 The Executive may by resolution impose a national levy or levies on Professional Members, Associate Members, and Corporate Members in any calendar year up to a maximum totalling fifty (50) per cent of the national subscription for that year for each class of Member.
- 7.3 Any Member failing to pay the annual national or regional subscription (including any periodic payment) or any national levy within one (1) calendar month of the date the same was due shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and shall be deemed to have ceased to be a Member until all arrears are paid in full.

## **8 Membership Cessation and Discipline**

- 8.1 Any Member may resign from that Member's class of membership by written notice to the Executive Officer, and on receipt by the Executive Officer such resignation shall take immediate effect.
- 8.2 The Executive may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 8.3 Any complaint about any Member shall be lodged in writing with the Executive Officer, and the procedures set out below shall be observed:
- (a) If the nature of the complaint indicates that it should be referred to a Court or tribunal, the Executive may decline to investigate the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body effectively disposes of the complaint the Executive may decide to take no further action;
  - (b) If the complaint appears to be of a minor nature, the Executive may refer the complaint to the appropriate Regional Committee for determination. The Regional Committee shall observe the procedures set out in paragraph (d) of the Rule, and may then reprimand or admonish the Member or refer the result of its investigations back to the Executive for further consideration and determination;
  - (c) Where the Executive does not act under paragraphs (a) or (b) of this Rule it shall observe the procedures set out in paragraph (d) of the Rule, and may then:
    - (i) Reprimand or admonish the Member;
    - (ii) Suspend the Member from membership for a specified period;

- (iii) Alter the membership classification of a Professional Member to Associate Member; or
  - (iv) Expel the Member;
  - (d) The following procedures shall be observed when a complaint is investigated:
    - (i) The Member shall be given a copy of the complaint;
    - (ii) The Member shall have the opportunity to provide a detailed written response to the complaint within not less than two (2) weeks after receiving a copy of the complaint;
    - (iii) Further enquiries may be made by or on behalf of the Executive or Regional Committee, and the results of those enquiries shall be made known to the complainant and the Member;
    - (iv) The Executive or Regional Committee shall allow the complainant and the Member the opportunity to be heard;
    - (v) Those hearing any complaints shall be obliged to respect the confidentiality of the proceedings;
    - (vi) The decision may impose on any Member involved in the complaint an order for recovery of the Society's costs relating to the complaint; and
    - (vii) The decision and the reasons for that decision shall be conveyed to the complainant and the Member in writing, and may be conveyed to Members.
  - (e) Decisions of the Executive or Regional Committee under this Rule shall be final and binding on the complainant and the Member complained against, and shall not be subject to any review or challenge.
- 8.4 A Member whose membership classification is altered or whose membership is terminated under Rules 8.1, 8.2 or 8.3 shall remain liable to pay all subscriptions and levies to the end of the calendar year in which the resignation was received, shall cease to hold himself or herself out as a Member of the Society, and shall return to the Society all material produced by the Society (including Membership certificate, handbooks and manuals).

## **9 Re-admission of former Members**

- 9.1 Any former Member may apply for re-admission in the manner prescribed for new applicants.
- 9.2 If a former Member's membership was terminated under either of Rules 8.2 or 8.3 the applicant shall not be re-admitted by the Executive without the approval of a General Meeting.

## **10 Election of Officers and Executive**

- 10.1 The following Officers shall be elected every three (3) years:
  - (a) Patrons (optional); and
  - (b) A President, Vice-President and three (3) other Executive members (who shall be either Professional or Life Members), who (together with the Immediate Past President in the year following that person's last year as President) shall be the Society's Executive.
- 10.2 The election of Officers under Rule 10.1 shall be conducted as follows (and not as a postal ballot under Rule 16.8):
  - (a) Written nominations for nominees under Rule 10.1 signed by two Professional and/or Life Members and accompanied by the written consent of the nominee shall be received by the Executive Officer not less than twenty eight (28) clear days before the date of the Annual General Meeting in the year of the election.
  - (b) Not less than twenty one (21) clear days before the date of the Annual General Meeting the Executive Officer shall post to all financial Professional Members a voting paper listing all Officer nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Executive Officer by or on behalf of each nominee in support of the nomination.
  - (c) For votes to be valid, voting papers must be returned to the Executive Officer at such address as is nominated on the voting papers by mail, delivery, scan email

- or facsimile not later than 5pm on seventh (7<sup>th</sup>) day before the date of the Annual General Meeting.
- (d) The Executive Officer and some Professional Member (who is not a nominee) designated by the President shall act as scrutineers for the counting of the votes and destruction of the voting papers, with the results being announced under Rule 16.9(d).
  - (e) If there are insufficient valid nominations received under Rule 10.2(a) any vacancies shall be filled by election at the Annual General Meeting with nominations being made from the floor at the Annual General Meeting.
  - (f) In the event of any vote being tied the tie shall be resolved by the incoming Executive.
- 10.3 No President shall serve for more than six (6) consecutive years as President.
- 10.4 If the position of any Executive member becomes vacant between Annual General Meetings that vacancy shall be filled by the Executive.
- 10.5 The Executive shall appoint a Treasurer who may be an elected member of the Executive or the Executive Officer.
- 10.6 Members of the Executive may receive honoraria set by resolution of a General Meeting.

## **11 Management by the Executive**

- 11.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.
- 11.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.
- 11.3 The Executive shall meet at least quarterly (but may meet only once in December and January) at such times and places and in such manner (including by telephone, video conference, skype, livestream or similar) as it may determine and otherwise where and as convened by the President or Executive Officer.
- 11.4 All Executive meetings shall be chaired by the President or in the President's absence by the Vice-President, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 11.5 The Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 11.6 The quorum for Executive meetings is at least half the number of the Executive members.
- 11.7 Only Executive members elected under Rule 10.1 or appointed under Rule 10.5 who are present in person or by telephone, video conference, skype, livestream or similar shall be counted in the quorum and entitled to vote.
- 11.8 The Executive may appoint subcommittees consisting of such persons and for such purposes as it thinks fit and with or without power to co-opt, but such subcommittees shall have no power to commit the Society to any financial expenditure without express authority by resolution of the Executive.
- 11.9 The Executive and any subcommittee may act by resolution approved by not less than two thirds of the members of the Executive or subcommittee through a written ballot conducted by mail, email transmission or facsimile.
- 11.10 The Executive from time to time:
- (a) Shall prepare and adopt and may amend a Code of Ethics known as the "Dojo Kun" to promote high ethical standards of karate practice in New Zealand and the conduct of Members; and
  - (b) May make and amend policies and regulations for the conduct and control of Society activities;

but no such Dojo Kun, policies or regulations shall be inconsistent with these Rules. Copies of such Dojo Kun, policies or regulations shall be provided (at cost if necessary) to any Member on request.

- 11.11 The President (and, in the absence of the President, the Vice-President) shall, in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the Society.
- 11.12 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 11.13 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
- 11.14 The Executive may reimburse Executive, Regional Delegates and subcommittee members for expenses incurred by them.
- 11.15 Each officer shall within one (1) calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.
- 11.16 The Executive may employ any person or company to administer or manage the affairs of the Society.

## **12 Executive Officer**

- 12.1 An Executive Officer shall be appointed by the Executive and may be paid such remuneration or honorarium as the Executive may from time to time determine.
- 12.2 The Executive Officer shall record the minutes of all General Meetings, Executive meetings and Delegates' Council meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that the meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.
- 12.3 The Executive Officer shall hold the Society's records, documents, and books.
- 12.4 The Executive Officer shall deal with and answer correspondence and perform other duties as may be required by the Executive.

## **13 Registered Office**

- 13.1 The Registered Office of the Society shall be at 1/34 Westminster Street, New Windsor, Auckland, 0600, New Zealand or at such place as the Executive from time to time determines.

## **14 Finance**

- 14.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 14.2 The Executive shall maintain bank accounts in the name of the Society, and all cheques and withdrawal forms shall be signed by two (2) members of the Executive or the Executive Officer and countersigned by a member of the Executive.
- 14.3 All money received on account of the Society shall be banked within seven (7) days of receipt.
- 14.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 14.5 The Society's financial year shall commence on 1 August of each year and end on 31 July of the following year.
- 14.6 The Annual General Meeting each year shall appoint an auditor (who is a member of the Chartered Accountants Australia and New Zealand and not a Member of the Society) to audit the annual accounts of the Society and provide a certificate of

correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

## **15 Execution of Documents**

- 15.1 The Common Seal of the Society, if any, shall be retained by the Executive Officer.
- 15.2 Documents shall be executed for the Society pursuant to a resolution of the Executive:
  - (a) By affixing the Common Seal, if any, witnessed by the President or Vice-President and countersigned by some other member of the Executive; or
  - (b) By the President or Vice-President and some other member of the Executive signing on behalf of the Society.

## **16 General Meetings**

- 16.1 The Annual General Meeting shall be held in September or October in each year at a time and place fixed by the Executive.
- 16.2 Special General Meetings may be called by the Executive, or by written requisition to the Executive Officer from the Delegates' Council or signed by not less than a quarter of the financial Professional Members.
- 16.3 At least fourteen (14) clear days before any General Meeting the Executive Officer shall post to all Professional Members, Life Members and Associate Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, policies and regulations adopted under Rule 11.10(b), a list of and information about nominees (if applicable), and notice of any motions and the Executive's recommendations in respect thereof under Rule 16.10), and the failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 16.4 General meetings may be attended by all Members of whatever class of membership, but only financial Professional Members and Life Members are entitled to vote.
- 16.5 A financial Professional Member or Life Member shall be entitled to vote by written proxy in favour of a financial Professional Member, but no other proxy voting shall be permitted.
- 16.6 The quorum for General Meetings is twenty five (25) per cent of Professional Members.
- 16.7 All General Meetings shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Executive member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.
- 16.8 Votes shall be exercised as follows:
  - (a) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairperson or of any Member present, by secret ballot, and on any secret ballot each Professional Member shall be entitled to one (1) vote;
  - (b) To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (d) of this Rule;
  - (c) To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (d) of this Rule; and
  - (d) In respect of postal ballots held under this Rule:
    - Only financial Professional Members may vote in any postal ballot;
    - The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Executive Officer, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to financial Professional Members (excluding the date of posting);
    - In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by the reasons and recommendations referred to in Rule 19.3, the total number of postal ballots cast by Professional Members

- shall total not less than twenty five (25) per cent of Professional Members, and such motion must be passed by a two-thirds majority of those voting;
  - Voting in a postal ballot may be by ballots returned to the Executive Officer by mail, delivery, email transmission or facsimile;
  - The Executive Officer shall declare the result of the postal ballot; and
  - The result of any postal ballot shall be as effective and binding on Members as a resolution passed or an election held at a General Meeting.
- 16.9 The business of the Annual General Meeting shall be:
  - (a) Minutes of the previous General Meeting(s);
  - (b) Annual Report of the Executive;
  - (c) Statement of Accounts;
  - (d) Election of Officers under Rule 10.2 if relevant in that year as per Rule 10 above;
  - (e) Motions of which notice has been given;
  - (f) Approval of a budget for the next financial year; and
  - (g) General business.
- 16.10 Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Executive Officer not less than twenty eight (28) clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to Members in respect thereof.

## **17 Regions**

- 17.1 All Professional and Associate Members of the Society shall be deemed members of Regions, the number and boundaries of which shall from time to time be recommended by the Executive to and set by a General Meeting.
- 17.2 The Professional and Associate Members in each Region shall meet during the six (6) weeks immediately prior to the Annual General Meeting of the Society to elect a Regional Delegate to the Delegates' Council until the Annual General Meeting in the following year, and if the position of Regional Delegate falls vacant during that period the Professional and Associate Members in the Region shall elect a replacement Regional Delegate within six (6) weeks of the vacancy arising. If the Region fails to elect a Delegate as required by this Rule, the Executive shall appoint a Delegate for the Region.
- 17.3 Regional Delegates shall maintain communication and act as liaison between the Executive and Members in each Region.
- 17.4 Each Region shall be regulated in conformity with the Objects of the Society, and otherwise as the Professional Members of the Region think fit, and in the absence of anything to the contrary the following Rules shall apply to Regional organisation:
  - (a) Each Region shall be administered by a Regional Committee elected at the meeting held in accordance with Rule 17.2, and Rule 10.0 shall apply with any necessary modifications, but Associate Members shall be eligible for election to the Regional Committee;
  - (b) The Regional Committee shall govern the Region, and Rules 11.0 and 14.0 shall apply with any necessary modifications; and
  - (c) Regional Committees may be entitled to charge (if necessary) Professional and Associate Members within their Regions annual Regional subscriptions, and Rules 7.1 and 7.3 shall apply with any necessary modifications.
- 17.5 Subject to statute, these Rules and the resolutions of General Meetings, in the event of any disputes relating to Regions or to resolve any doubts the decision of the Executive shall be final and binding on all Members.
- 17.6 A Retired Member shall be deemed to be a Member of the Region where the Retired Member resides, and if the Retired Member wishes to be involved in Regional meetings and activities the Regional Committee shall be entitled to charge an annual Regional subscription and Rules 7.1 and 7.3 shall apply with any necessary modifications.



## 18 Delegates' Council

- 18.1 A Delegates' Council consisting of Regional Delegates and the Executive shall meet at least once in each year at a time and place determined by the Executive.
- 18.2 All Delegates' Council meetings shall be chaired by the President or in the President's absence by the Vice-President, or in the absence of both of them by some other Member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 18.3 The quorum for Delegates' Council meetings is at least half the number of the Delegates' Council members.
- 18.4 A Regional Delegate shall be entitled to one vote at meetings of the Delegates' Council, and shall be entitled to appoint a substitute to attend a Delegates' Council meeting, but proxy voting shall not be permitted.
- 18.5 The Delegates' Council shall have the following powers and duties:
- (a) To advise the Executive, either on request by the Executive or of its own initiative; and
  - (b) To make recommendations to General Meetings.

## 19 Alteration of Rules

- 19.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Professional Members present and voting.
- 19.2 Any proposed motion to amend or replace these Rules shall be signed by at least fifteen (15) Professional Members and given in writing to the Executive Officer at least twenty eight (28) clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 19.3 At least fourteen (14) clear days before the General Meeting at which any such proposal is to be considered the Executive Officer shall email or post written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof to all Professional Members and Associate Members.

## 20 Winding up

- 20.1 The Society may be wound up under the provisions of the Incorporated Societies Act 1908.
- 20.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes in New Zealand as may be determined in accordance with that statute or resolution, but no distribution shall be made to any Member.
- 20.3 Notwithstanding the provisions of Rule 19, Rule 20.2 may not be amended.

**Signed and certified** as the true copy of the rules by certifying member:-



Mohiuddin Syed

Dated this \_\_\_\_\_ day of October 2016

06 OCT 2016