

# **Shinzen Karate Association Constitution**

## **Structure and Administration**

1. The Shinzen Karate Association ("the Association") is a Voluntary Organisation
2. The principal office of the Association will be in Scotland.
3. The Purpose of the Association will be to advance public participation in Sport Shotokan Karate and develop the art and practice of Sport Shotokan Karate.
4. The Association will develop links with international sport karate bodies.
5. The administration of the organisation will be based on the:
  - a. decisions taken at the Annual General Meeting
  - b. decisions taken at Extraordinary General Meetings
  - c. decisions taken by the Executive Committee

## **Powers**

6. Except where this constitution states otherwise:
  - a. the Association (and its assets and operations) will be managed by the Executive Committee; and
  - b. the Executive Committee may exercise all the powers of the Association.
7. A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.
8. The members may, by way of a resolution passed in compliance with Clause 36 (requirement for two-thirds majority), direct the Executive Committee to take any particular step or direct the Executive Committee not to take any particular step; and the Executive Committee shall give effect to any such direction accordingly.

## **Membership**

9. Membership is open to any individual who regularly trains in Shotokan karate and wants to compete nationally and/or internationally.
10. Individual members will abide by the Constitution, Rules and Code of Conduct of the Association.
11. The acceptance of an application for Individual membership is within the absolute discretion of the Executive Committee.
12. The Membership fee will be decided by the Executive Committee.
13. The Executive Committee will keep an up-to-date register of the membership.
14. Each Individual member must hold an up-to-date licence.

## **Decision Making by the Members.**

### **Members' meetings**

15. The Executive Committee must arrange a meeting of members (an annual members' meeting or "AGM") in each calendar year.
16. The gap between one AGM and the next must not be longer than 15 months.
17. Notwithstanding clause 15, an AGM does not need to be held during the calendar year in which the Association is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
18. The business of each AGM must include:
  - a. a report by the chair on the activities of the Association;
  - b. consideration of the annual accounts of the Association;
  - c. the election/re-election of the Executive Committee, as referred to in clauses 48 to 50.
19. The Executive Committee may arrange an Extraordinary General Meeting at any time.

### **Extraordinary General Meetings**

20. The Executive Committee must arrange a special members' meeting if they are requested to do so by a notice (in writing or by email) by members who amount to 25% or more of the total membership of the Association at the time, providing:
  - a. the notice states the purposes for which the meeting is to be held; and
  - b. those purposes are not inconsistent with the terms of this constitution.
21. The Executive Committee will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 25% threshold referred to in clause 20.
22. If the Executive Committee receive a notice under clause 20, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

### **Notice of members' meetings**

23. At least 14 clear days' notice must be given of any AGM or any Extraordinary General Meeting.
24. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
  - a. in the case of any resolution falling within clause 36 (requirement for two-thirds majority) must set out the exact terms of the resolution; and
  - b. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
25. The reference to "clear days" in clause 23 shall be taken to mean that, in calculating the period of notice:
  - a. the day after the notices are posted (or sent by email) should be excluded; and
  - b. the day of the meeting itself should also be excluded.
26. Notice of every members' meeting must be given to all the members of the organisation, and to all the member of the Executive Committee; but the accidental omission to give notice to one or more members or members of the Executive Committee will not invalidate the proceedings at the meeting.
27. Any notice which requires to be given to a member under this constitution must be:
  - a. sent by post to the member, at the address last notified by them to the organisation; or
  - b. sent by email to the member, at the email address last notified by them to the organisation.
28. If members and members of the Executive Committee are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must set out details of how to connect and participate via that link or links.

### **Procedure at members' meetings**

29. The Executive Committee may if they consider appropriate make arrangements for members and members of the Executive Committee to participate in members' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting.
30. The quorum for a members' meeting is 10% of the membership.
31. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.

32. The chair of the Association should act as chairperson of each members' meeting.
33. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), another member of the Executive Committee present may act as chairperson of that meeting.

#### **Voting at members' meetings**

34. Every member has one vote, which must be given personally. If a member is under the age of 16, then their parent or guardian will automatically become their proxy.
35. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 36.
36. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting:
  - a. a resolution amending the constitution;
  - b. a resolution expelling a Club from membership, provided the following procedures have been observed: (i) at least 21 days' notice of the intention to propose the resolution must be given to the Club concerned, specifying the grounds for the proposed expulsion; and (ii) a member of the Club concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed;
  - c. a resolution removing an Officer from the Executive Committee provided the following procedures have been observed: (i) the Officer concerned is given reasonable prior notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed; and (ii) the Officer concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote;
  - d. a resolution directing the Executive Committee to take any particular step (or directing the Executive Committee not to take any particular step) under its powers;
  - e. a resolution approving the amalgamation of the Association with another association;
  - f. a resolution for the winding up or dissolution of the Association.
37. If there is an equal number of votes for and against **any** resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
38. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
39. Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the Executive Committee have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
40. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
41. Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in clause 36, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

#### **Minutes of members' meetings**

42. The Executive Committee must ensure that proper minutes are kept in relation to all members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email.

43. Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
44. The records of resolutions must include confirmation that all members agreed to the resolution; and should be signed by the chair of the organisation.

## **The Executive Committee**

### **Number of Officers**

45. The maximum number of Officers is nine (9).
46. The minimum number of Officers three (3).
47. A person shall not be eligible for election/appointment to the Executive Committee unless they are a member of the Association.
48. At each AGM, the members may elect any member to be an Officer of the Executive Committee.
49. The Executive Committee may at any time appoint any member to be an Officer.
50. At each AGM, all of the Officers of the Executive Committee shall retire from office – but shall then be eligible for re-election under clause 48.

### **Termination of Office**

51. An Officer will automatically cease to hold office if:
  - a. they become incapable for medical reasons of carrying out their duties as an Officer - but only if that has continued (or is expected to continue) for a period of more than six months;
  - b. they give the organisation a notice of resignation (either in writing or by email);
  - c. they are removed from office by a resolution of the members passed at a members' meeting.

### **Decision Making by the Executive Committee**

#### **Notice of Executive Committee meetings**

52. Any Officer may call a meeting of the Executive Committee.
53. At least 7 days' notice must be given of each Executive Committee meeting, unless (in the opinion of the Officer calling the meeting) there is a degree of urgency which makes that inappropriate.

#### **Procedure at Executive Committee meetings**

54. No valid decisions can be taken at an Executive Committee meeting unless a quorum is present; the quorum for Executive Committee meetings is three (3) Officers present in person.
55. The chair of the Association should act as chairperson of each Executive Committee meeting.
56. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Officers present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
57. Every Officer has one vote, which must be given personally.
58. All decisions at Executive Committee meetings will be made by majority vote.
59. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
60. An Executive Committee meeting may involve two or more Officers participating via attendance in person while other charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
61. Where an Officer/s are participating in an Executive Committee meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

### **Executive Committee resolutions agreed in writing or by email**

62. A resolution agreed to in writing (or by email) by a majority of the Officers then in office shall (subject to clauses 63 and 64) be as valid as if duly passed at an Executive Committee meeting.
63. A resolution under clause 62 shall not be valid unless a copy of the resolution was circulated to all of the Officers, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 62.
64. If a resolution is circulated to the Officers under clause 62, any one or more Officers may, following receipt of a copy of the resolution, notify the Chairperson that they consider that an Executive Committee meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the Chairperson prior to the cut-off time:
  - a. the Chairperson must convene an Executive Committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible; and
  - b. the resolution cannot be treated as valid under clause 62 unless and until that Executive Committee meeting has taken place;

### **Minutes of Executive Committee meetings**

65. The Executive Committee must ensure that proper minutes are kept in relation to all Executive Committee meetings.
66. The minutes to be kept under clause 65 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
67. The records of resolutions kept under clause 65 must include the names of those Officers who agreed to the resolution (as well as the names of any Officers who stated that they disagreed with the resolution); and should be signed by the chair of the organisation.

### **Operation of accounts**

68. The Executive Committee should ensure that the systems of financial control adopted by the Association in relation to the operation of the Association's bank accounts (including online banking) reflect the recommendations made from time to time by the Association's auditors (or independent examiners) or other external accountants.

### **Accounting records and annual accounts**

69. The Executive Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory and legal requirements.
70. The Executive Committee must prepare annual accounts, complying with all relevant statutory and legal requirements and if an audit is required under any statutory provisions (or if the Executive Committee consider that an audit would be appropriate for some other reason), the Executive Committee should ensure that an audit of the accounts is carried out by a qualified auditor or a qualified independent examiner.