

ENGLISH SHOTOKAN ACADEMY

CONSTITUTION

1. The name of the association shall be

ENGLISH SHOTOKAN ACADEMY

Herein after referred to as - **ESA**

2. AIMS AND OBJECTIVES OF THE - ESA

- a) To develop and practise Shotokan Karate in accordance with the technical and moral values of Masters Gichin and Yoshitaka Funakoshi.
- b) To unite and provide leadership for those who wish to learn, practise and support karate as a martial art.
- c) To protect and assist the interests of the members.
- d) Appoint representatives of the ESA who will represent the association in International competitions and activities concerned with the art, sport and practise of martial arts.
- e) Act as an advisory body in all matters concerning Shotokan Karate in England.
- f) Trade in goods relating to the practise and promotion of karate, and perform all other duties relating to such trading for the benefit and protection of all ESA members.
- g) Obtain, collect, receive and administer monies and funds for these objectives.
- h) To do all such things as are incidental or conducive to the attainment of all or any of the objectives of the ESA in so far as these objectives shall be deemed by law to be in the interests and furtherance of karate as a martial art.

3 MEMBERSHIP OF THE ESA

- a) There shall be three categories of membership
 - (i) Club membership
 - (ii) Individual membership
 - (iii) Honorary membership
- b) Application for club membership, herein after referred to as club affiliation, must be made on the official ESA club affiliation application form, completed and signed by the club secretary

and submitted, with the appropriate annual fee applying from time to time as determined pursuant to clause 6, to ESA affiliation officer at the time inauguration of the club and thereafter upon the anniversary of each affiliation.

Applicants must agree to conform with and abide by the ESA rules and constitutions. Such rules and constitution may be altered by or added to by a majority decision of the voting members present at a National General Meeting. Club affiliation is on an annual basis, with the period of membership being the period stated on the valid club affiliation certificate.

- c) Application for individual membership must be made by applying for an individual licence, on the appropriate licence application form, signed and submitted, with the appropriate annual fee applying from time to time as determined pursuant to clause 6, together with any other items as stated on the application form, to ESA licensing officer
Applicants must agree to conform with and abide by the ESA rules and constitution. Where an applicant has not yet reached the age of sixteen years, he or she shall upon election be issued with a junior licence.
Individual membership is on an annual basis, with the period of membership being the period stated on the valid individual licence.
- d) Honorary membership shall be awarded to those individuals or organisations that are deemed to have been of consistent or outstanding assistance to the development or standing of the ESA.

ELECTION OF MEMBERS: RIGHTS OF REFUSAL OF MEMBERSHIP: SUSPENSION, TERMINATION AND RESIGNATION OF MEMBERSHIP.

- a) Election of club membership shall be made only when the ESA affiliation officer is satisfied that all the requirements for club affiliation have been abided by. Election shall be confirmed in writing to the club secretary and shall be indicated by the issue of an ESA club affiliation certificate showing the name of the club and the period of validity.
- b) Election to individual membership shall be made only when the ESA licensing officer is satisfied that all the requirements for individual membership and licensing have been abided by.
- c)
 - i) Club or individual membership shall be refused where the applicant has failed to accept all the appropriate rule for membership, or where in the opinion of the executive committee meeting and voting thereon the applicant would not uphold the objectives of the ESA pursuant to clause 2.
 - ii) Before coming to any decision, the executive committee shall give the member or group affected proper facilities for stating his or their case to them, either orally or in writing, as the member may determine.
 - iii) Termination of any membership can only take place following a recommendation for such termination by an independent arbitration board, such recommendation being upheld by an appeals board when an appeal against the arbitration board's decision is lodged according to the agreed procedure.
 - (iv) Any member or affiliated group who wish to resign from the ESA should do so by communicating in writing with the licensing, or affiliation officer as appropriate. There shall be no need for acceptance of the notice of resignation, but the written notice can only be revoked at the discretion of the executive committee, in meeting and voting thereon.
Any member or affiliated group who has not given such written notice shall be deemed to have been in membership and may be liable, at the discretion of the executive committee, for all subscriptions.
 - (v) All individuals or groups on ceasing to hold membership shall forfeit all rights to, and claims upon the ESA and its property and funds.

5 THE RIGHTS AND LIMITATIONS OF MEMBERS

- a) Every member shall, subject to the rules for the time being in force, be entitled to use and enjoy, in common with the other members, the ESA facilities and activities.
- b) No individual members or affiliated group shall take any public or private action, or make any public or private announcement in the name of the ESA, or otherwise do anything directly or indirectly to represent that any proposal, action, event or statement of facts or opinion has the approval or support of the ESA. The Executive Committee alone may make announcements and publications in the name of the ESA.

6. SUBSCRIPTIONS

- a) The annual membership subscriptions, of clubs and individual members, shall be determined from time to time in General Meeting by a majority decision of the voting members present and voting thereon.
- b) Annual licence fees shall be payable on election and thereafter without demand on the first of the month in every year corresponding to the month of the first licence.
- c) The remittance of all such subscriptions shall accompany the completed appropriate application form for such membership, but shall not be payable in full in the event of the Executive Committee resolving that the applicant shall not be entitled to membership of the ESA
- d) The individual licence and club affiliation certificate shall be the ESA receipt of the subscription.
- e) Any individual not holding a licence, or any club not holding an affiliation certificate, current from time to time shall not be entitled to any of the rights and privileges of membership.

7 LICENCES

- a) Each individual member of the ESA is required to hold a valid annual membership issued by the ESA. This membership shall be in the form of a licence, which shall entitle the holder to enjoy the benefits of the ESA activities.
- b) The licence shall act as a receipt of the individual membership fee.
- c) The Executive Committee has the right to waive the payment of the outstanding licence fee in exceptional circumstances.

8. VOTING RIGHTS AND VOTING MEMBERS

- a) Voting in a General or Regional Meeting shall be on the basis of 1 vote per affiliated club and voting representatives shall herein be referred to as 'voting members'.
- b) Licensed members may elect their own voting representative from the membership of their club. This elected representative shall fairly represent the members views at all meetings he attends, and vote accordingly.
- c) Any individual not holding a licence current at the time of an election shall not be entitled to

speaking or voting rights at the election. Any club not holding an affiliation certificate, current at the time of voting at a General or Regional Meeting shall not be entitled to speaking or voting rights even though all the members of that club may hold licences current at that time.

- d) Honorary members will have speaking rights, but unless they are 'voting members', clause 8a, they shall have no entitlement to vote.
- e) Persons entitled to vote, who have a personal interest in matters to be voted upon such that the interest may detrimentally affect any member of the ESA, shall declare their interest at the meeting before the vote is taken. Failure to declare an interest shall make the decision voted upon voidable by any person detrimentally affected, or by the Executive Committee.

9 **CLUB SECRETARIES AND THEIR DUTIES**

Each club shall appoint a club secretary, whose name and address shall be given on the application form for club affiliation. The club secretary shall, wherever possible, act as the voting representative of the club, and should abide by the ESA constitution and rules that are current during that office.

10. **ANNUAL GENERAL MEETING**

- a) There shall be an Annual General Meeting of the ESA each calendar year. The time and place decided by the Executive Committee, giving a reasonable time for the preparation of audited accounts and other reports. However each Annual General Meeting shall be held at an interval of no longer than fifteen months.
- b) The Annual General Meeting shall be attended by the Executive Committee and by the voting representatives of each club. In addition, any individual member of the ESA may attend.
- c) The Annual General Meeting shall be conducted in a manner as laid out in clause 11 "Proceedings of the Annual General Meeting".
- d) The General Secretary shall send, by post, notice of the time, date, venue, agenda and voting rights of the Annual General Meeting to the secretary of each club holding an affiliation current at that time, at least one calendar month before such meeting.
- e) Whenever possible, the venue of the Annual General Meeting should be reasonably central to the geographical extent of the ESA.

11 **PROCEEDINGS OF THE ANNUAL GENERAL MEETING**

The duties of the members of the Annual General Meeting shall be:

- a) To ascertain the accuracy of the minutes of the previous Annual General Meeting and to make any amendments necessary to ensure acceptable accuracy. Any such amendments shall be agreed by a simple vote, following which the minutes should be accepted.
- b) To discuss any matters arising from these minutes.
- c) To receive a set of audited accounts from the Treasurer.
- d) To elect on a two yearly basis, new Executive Officers.

- e) To decide general policy for the forthcoming year.
- f) To discuss any matters submitted to and by the Executive Committee holding office at the commencement of the meeting.
- g) To determine that a member of the ESA shall be remunerated by salary or honorarium, and to determine such remuneration's and other such recommended conditions.
- h) To consider any other business.

12. **THE EXECUTIVE OFFICERS AND COMMITTEE**

- a) The Executive Officers are as follows;

The Chairman	The Vice—Chairman
The Treasurer	The General Secretary
The Affiliations Officer	The Licensing Officer
The Development Officer	The Public Liaison Officer
The Regional Officers	
- b) The Executive Officers shall be elected at an Annual General Meeting and shall hold office for two years.
- c) Retiring Executive Officers shall be eligible for re-election.
- d) The Executive Committee will consist of the Executive Officers and the Chief Instructor.

13. **MEETINGS OF THE EXECUTIVE COMMITTEE**

- a) The Executive Committee shall meet at least three times per year.
- b) Written notification for the date and venue of the meeting, together with an agenda for the meeting, should normally be circulated by the General Secretary and received by each member entitled to attend at least two clear weeks proceeding the meeting. However, urgent circumstances may allow shorter notice.
- c) Voting at the meeting shall be on the basis of one vote per Executive Committee member present. There shall be no proxy voting.
- d) The quorum at a meeting of the Executive Committee shall be not less than half its' members entitled to vote.
- e) The Executive Committee, by majority approval of the members attending and voting, may invite individuals to attend the Executive Meetings on a regular basis where deemed necessary. Such attending members should have speaking rights, but will not be allowed to vote.

14. **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- a) The Committee shall meet for the dispatch of business, adjourn and otherwise regulate its Meetings as it may determine.
- b) The Committee shall normally meet as herein aforementioned or at the request of the Chairman, or at the request of a simple majority of the members of the Executive Committee.
- c) All motions shall be decided by a simple majority of the voting members present and voting thereon in accordance with the agreed method at a meeting of the Executive Committee. In the case of equality of votes, the Chairman of the Meeting shall have a second or casting vote.
- d)
 - (i) The Chairman of the ESA shall be the Chairman of the Executive Committee.
 - (ii) In the absence of the Chairman from any meeting of the Executive Committee a Chairman for that meeting shall be elected by the members present at that meeting.
- e) The proceedings of the Meeting shall be minuted by the General Secretary or the Minutes Secretary, and these minutes shall be distributed to the Executive and Technical Committee members, to each currently affiliated club, and to any other person as decided by a simple majority of the Executive Committee in meeting and voting thereon.

15. DUTIES OF THE EXECUTIVE COMMITTEE

- a) Carry out the general policy of the ESA.
- b) Provide for the proper administration, management and control of the affairs and property of the ESA.
- c) Create, develop and implement any such new policy that is, in the majority view of the Executive Committee, in the best interests of the ESA.
- d) Recommend to the members of a General Meeting the value of the remuneration of any remunerated member.
- e) Recommend to the members of the General Meeting the appointment of one or more auditors.
- f) Conduct the National and International activities to the ESA and in connection with any such activities to appoint such representatives of the ESA as the Executive Committee shall deem necessary.
- g) Appoint the various Technical Committees and Technical Advisors to the ESA.
- h) Consider, receive and where appropriate, approve the advice and recommendations of the various Technical Committees. Unresolved matters shall be referred back to the Technical Committee.
- i) Seek the advice of financial specialists where necessary.
- j) Determine the delegation and conditions of the delegation of the ESA rights to television, film, photography, recording and reporting.

16. TIME OF OFFICE

- a) The Executive Officers shall be appointed for a period of two years. Such members shall be eligible for re-election.

- b) The tenure of membership of any other posts shall be decided separately by the Executive Committee.
- c) Where a post becomes vacant, the vacancy shall be temporarily filled by an acting officer, who shall be appointed by the Executive Committee, and who shall hold office only until the next meeting of voting members appropriate for the election of that officer. At that meeting the voting members shall elect a person to the vacant office, who shall hold office for the remainder of the period of that post.
- d)
 - (i) Where a member of the Executive Committee breaks the constitution or rules of the ESA or acts in a manner detrimental to the ESA, the Executive Committee, following a majority decision of the members present in the meeting and voting thereon, shall have the right to suspend that member from office until the next General Meeting. Pending such General Meeting which must be within three months of the date of suspension, the Executive Committee shall have the authority to appoint a replacement acting officer where appropriate.
 - (ii) Any member so suspended shall automatically upon suspension lose all rights to hold office or represent the ESA in any way pending the outcome of the General Meeting at which the suspension is considered.
 - (iii) Before any suspension is imposed on a member, that member must be given the opportunity of submitting his or her case to the Executive Committee, who shall fairly consider all such submissions. Such submissions may be made in person or by a person who has such responsibilities delegated to him or her in writing. A copy of this written authorisation must be presented to, and subsequently retained by, the Executive Committee prior to any submissions being made.

17.

MEETINGS OF THE ESA

In addition to the Annual General Meeting there may be ordinary General Meetings of the ESA which may be called by;

- (i) A majority of the Executive Committee
 - (ii) The Chairman
- a) An ordinary General Meeting shall be held at such times as may be determined by the Executive Committee. The Meeting must be held within two months of the demand for such a Meeting. Such ordinary meetings can only be called where business of such an important nature requires the consideration of all the clubs rather than by the Executive Committee and is sufficiently urgent that it cannot wait until the next Annual General Meeting. The General Secretary shall send by post, notice of the time, date, venue, agenda and voting rights of the ordinary General Meeting to each club secretary at least one calendar month before such Meeting.
 - b) There may also be Extraordinary General Meetings of the ESA. Such meetings should only be called in extremely urgent and highly important situations where the business cannot wait until an Ordinary or Annual General Meeting has been convened. Only the Executive Committee, by majority decision in meeting, can call an Extraordinary General Meeting. The General Secretary must notify each club secretary of the time, date, venue, agenda and voting rights at least fourteen days before such meeting.
 - c) The quorum at any General Meeting shall be 25% (to the highest whole number) of the voting representatives of all the clubs in the ESA.

- d) There shall be no proxy votes at any General Meeting.
- e) The written, circulated minutes of the General Meetings will automatically become, upon proper approval at the following General Meeting, the only official record of the meeting and all its proceedings and decisions.
- f) The proceedings of Ordinary and Extraordinary General Meetings shall be similar to the "proceedings of the Annual General Meeting" (clause 11), together with a consideration of the special business for which the meeting is called.

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NOTICES

- a) A notice shall be deemed to have been given when issued in writing and sent to the last address given in writing to the Affiliation Officer.
- b) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member, shall invalidate any of the proceedings or resolutions at any meeting of the ESA or any committee thereof.

19.

THE ESA's FINANCIAL YEAR AND AUDIT

The ESA's financial year shall run from the 1st April to 31st March. The ESA shall require proper books of account to be kept by the Treasurer and there shall be produced at each Annual General Meeting of the ESA an audited statement of total income and total expenditure during the financial year last ended, together with a balance sheet. The statement and balance sheet shall be presented in detail to the members by the national Treasurer.

20.

FUNDS

- a) All monies and other property from time to time belonging to the ESA shall be paid or applied as may be thought fit towards the furtherance of all or any other "objectives of the ESA" (clause 2).
- b) All income from membership fees and other sources shall be received by the Treasurer. All such monies shall be deposited in a bank with the account(s) being in the name of the ESA. Cheques on such accounts must be signed by any two of the Chairman, Treasurer and Affiliation Officer.
- c) The national Treasurer shall be responsible for regularly reporting to the Executive Committee on all income and expenditure. He shall ensure that all monies are properly used, that all expenditure is reasonable, and shall advise the Executive Committee on all financial matters.

21

DISSOLUTION

- a) The ESA may at any time be dissolved by a resolution passed by a majority of no less than two-thirds of voting members present and voting at a General Meeting of the ESA.
- b) If, upon the dissolution of the ESA there remains, after satisfaction of all its debts and liabilities for money or other property whatsoever, a sum of money or property, the said amount shall be donated to a charitable purpose connected with sport or physical education.

22. **THE CHIEF INSTRUCTOR AND OTHER ESA INSTRUCTORS**

- a) The ESA only shall be entitled following a major decision of the voting members present in a General Meeting and voting thereon, to appoint any person to the post of Chief Instructor.
- b) The duties and other conditions of tenure of the Chief Instructor shall be drawn up by the Executive Committee, approved by a majority decision of voting members present in a General Meeting and voting thereon, and must be continuously adopted by the Chief Instructor as a condition of tenure. These duties and conditions shall be recorded in the minutes of the General Meeting.
- c) The Chief Instructor shall have the entitlement to be a member of the Executive Committee with full voting rights.
- d) The title of Chief Instructor may only be withdrawn, together with all rights, privileges, duties, responsibilities and remuneration's relating to the office of Chief Instructor, following a majority decision of the voting members present in the General Meeting and voting thereon.
- e) The ESA only shall be entitled to appoint any other persons to other ESA Instructors posts and the title, duties and conditions of tenure shall be decided in a manner similar to that of Chief Instructor.

23 **REMUNERATION**

- a) The members of a General Meeting shall, by majority approval of those voting members present and voting, determine those people entitled to receive remuneration's together with the initial amounts of such remuneration.
- b) Any amendments to these figures can only be made following the recommendation of the Executive Committee, and the acceptance of these recommendations at a General Meeting.
- c) The Executive Committee shall, in meeting, regularly consider the performance of the duties of each recipient of remuneration. Where dissatisfaction is apparent, the matter shall be discussed with the recipient. Meanwhile, the Executive Committee may suspend or cancel any payment in part or whole until such time that the recipients duties are being performed satisfactorily, subject to confirmation at the next General Meeting.
- d) A remuneration may be in the form of an honorarium or a commission as appropriate.

24. **ADVERTISING**

- a) All members are required to ensure that in all advertising matter connection with, or programmes for, displays, matters or events

organised with the approval of the ESA which such members represent, the words "affiliated to the ESA" appear below the name of the club member together with the official ESA mark.

- b) No words shall be used in any advertising matter or programmes which shall directly or by implication constitute that a display or match or event of any kind is an official ESA organised activity without prior consent of the Executive Committee.

25. **TELEVISION, FILM, VIDEO, PHOTOGRAPHIC, RECORDING AND REPORTING RIGHTS**

The World Television, film, video, photographic, recording and reporting rights of all ESA events and activities are the property of the ESA, who may temporarily delegate such rights according to written conditions specified and set out by a majority decision of the Executive Committee in meeting and voting thereon.

26 **ESA MEMBERSHIP OF OTHER ORGANISATIONS**

- a) The ESA shall be entitled, following a majority decision of the voting members present in General Meeting and voting thereon, to apply for membership is deemed to be in the interests for the furtherance of the objectives of the ESA, to pay such dues as may be necessary if such application is accepted and once being accepted to continue in membership whilst these best interests are being maintained.
- b) Membership of any of these other organisations may be terminated when the best interests of ESA are not being maintained, following a majority decision of the voting members present in General Meeting and voting thereon.

27. **AMENDMENTS TO THE CONSTITUTION**

- a) This constitution may not be amended except on a resolution passed by a majority of not less than two-thirds of the voting members present and voting thereon at a General Meeting of the ESA.
The resolution for the alteration of the constitution shall be received by the General Secretary at least forty-two days before the meeting of the ESA at which the resolution is to be brought forward.
The notice in writing of such a meeting given by the General Secretary to the members shall give notice of the alterations proposed.
- b) The detailed alterations to the constitution shall be approved by the members at either a General Meeting or by each of the General Meetings of the regions which constitute the ESA.