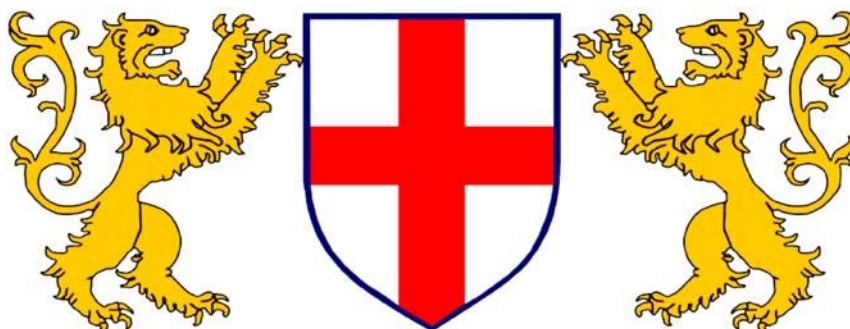


# **ENGLISH KARATE**



# **FEDERATION**

## **ARTICLES OF ASSOCIATION OF THE ENGLISH KARATE FEDERATION LIMITED**

**AUGUST 2015**

**COMPANY REGISTERED IN ENGLAND AND WALES  
REGISTERED NUMBER 06527769**

**REGISTERED OFFICE:**

21G Somerset Square,  
Nailsea,  
Bristol,  
BS48 1RQ

## INDEX TO THE ARTICLES

1	CONSTITUTION AND OBJECTS .....	4
2	PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY .....	5
2.1	DEFINED TERMS .....	5
2.2	LIABILITY OF MEMBERS.....	5
3	PART 2 - DIRECTORS .....	7
3.1	DIRECTORS' POWERS AND RESPONSIBILITIES.....	7
3.1.1	DIRECTORS' GENERAL AUTHORITY .....	7
3.1.2	MEMBERS' RESERVE POWER.....	7
3.1.3	DIRECTORS MAY DELEGATE .....	7
3.1.4	COMMITTEES.....	8
3.1.5	DECISION-MAKING BY DIRECTORS DIRECTORS TO TAKE DECISIONS COLLECTIVELY .....	8
3.1.6	UNANIMOUS DECISIONS .....	8
3.1.7	CALLING A DIRECTORS' MEETING.....	8
3.1.8	PARTICIPATION IN DIRECTORS' MEETINGS.....	9
3.1.9	QUORUM FOR DIRECTORS' MEETINGS.....	9
3.1.10	CHAIRING OF DIRECTORS' MEETINGS.....	10
3.1.11	CASTING VOTE.....	10
3.1.12	CONFLICTS OF INTEREST .....	10
3.1.13	RECORDS OF DECISIONS TO BE KEPT .....	11
3.1.14	DIRECTORS' DISCRETION TO MAKE FURTHER RULES.....	11
3.1.15	APPOINTMENT OF DIRECTORS METHODS OF APPOINTING DIRECTORS .....	11
3.1.16	TERMINATION OF DIRECTOR'S APPOINTMENT .....	14
3.1.17	DIRECTORS' REMUNERATION .....	15
3.1.18	DIRECTORS' EXPENSES .....	15
4	PART 3- MEMBERS .....	16
4.1	BECOMING AND CEASING TO BE A MEMBER .....	16
4.1.1	APPLICATIONS FOR MEMBERSHIP.....	16
4.1.2	TERMINATION OF MEMBERSHIP .....	17
4.1.3	ORGANISATION OF GENERAL MEETINGS ATTENDANCE AND SPEAKING AT GENERAL MEETINGS.....	17
4.1.4	QUORUM FOR GENERAL MEETINGS .....	20
4.1.5	CHAIRING GENERAL MEETINGS .....	20
4.1.6	ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-	

MEMBERS .....	21
4.1.7 ADJOURNMENT.....	21
4.1.8 VOTING AT GENERAL MEETINGS VOTING: GENERAL.....	22
4.1.9 ERRORS AND DISPUTES.....	22
4.1.10 POLL VOTES.....	22
4.1.11 CONTENT OF PROXY NOTICES .....	22
4.1.12 DELIVERY OF PROXY NOTICES .....	23
4.1.13 AMENDMENTS TO RESOLUTIONS.....	23
5 PART 4 ADMINISTRATIVE ARRANGEMENTS .....	25
5.1 MEANS OF COMMUNICATION TO BE USED .....	25
5.1.1 COMPANY SEALS .....	25
5.1.2 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS.....	25
5.1.3 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS .....	25
5.2 DIRECTORS' INDEMNITY AND INSURANCE .....	26
5.2.1 INDEMNITY .....	26
5.2.2 INSURANCE.....	26
5.2.3 ECONOMICAL RESOURCES .....	26
5.2.4 ACCEPTANCE AND OBLIGATIONS .....	27
5.2.5 TRANSITIONAL DISPOSITIONS.....	27

# 1 CONSTITUTION AND OBJECTS

1. The English Karate Federation he/herein referred to as 'EKF' is a permanent organisation with a legal status founded in 2007 and is composed of Karate associations affiliated at National level.
2. The seat and legal domicile of the EKF shall be based in England.
3. The EKF does not engage in matters pertaining to politics, religion, or race, and is a not for profit organisation.
4. The EKF performs its activity on an amateur basis in compliance with the principles set forth in the Olympic Charter.
5. The EKF has sole proprietorship of the logo of EKF and its use. All rights for the use of the EKF logo and name for purposes of fabrication or sale of articles bearing the name or logo of EKF (such as flags, medals, diplomas, badges, shields, ties, gadgets, and similar objects) rests exclusively with the EKF.
6. The official language of the EKF shall be English. All official EKF publications must be in English. In the event of disputes, the decision shall be based on the English text.
7. The EKF has the aim of promoting, organising, regulating and popularising the sport and practice of Karate all over England, of protecting the physical and mental he/health of the athletes and participants, of contributing to the development of friendly relationships between the associations in membership to it and of defending the interests of Karate throughout England.
8. The EKF will organise the English National Championships in collaboration with the Member Organisations. The right to organise the English National Championships and other official English regional events shall be solely the responsibility of EKF.
9. The EKF recognises that Karate is linked the Olympic Games and in all other Games of the Olympic cycle.
10. The EKF will adhere to the principles the World Karate Federation (WKF) statutes and World Anti-Doping Code in accordance to its own rules and regulations. In the case of conflict, the WKF statutes and World Anti-Doping Code will take precedence unless doing so would breach legislation in for in England at that time.

## **2 PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY**

### **2.1 DEFINED TERMS**

1. In the articles, unless the context requires otherwise— “articles” means the company’s articles of association;
  - a) “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
  - b) “chairman” has the meaning given in article 12;
  - c) “chairman of the meeting” has the meaning given in article 25;
  - d) “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
  - e) “director” means a director of the company, and includes any person occupying the position of director, by whatever name called;
  - f) “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
  - g) “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
  - h) “member” has the meaning given in Page 14 Article 21.1 & section 112 of the Companies Act 2006;
  - i) “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
  - j) “participate”, in relation to a directors’ meeting, has the meaning given in article 10;
  - k) “proxy notice” has the meaning given in article 31;
  - l) “special resolution” has the meaning given in section 283 of the Companies Act 2006;
  - m) “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
  - n) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

### **2.2 LIABILITY OF MEMBERS**

1. The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for—

- a) payment of the company's debts and liabilities contracted before he/she ceases to be a member,
- b) payment of the costs, charges and expenses of winding up, and
- c) adjustment of the rights of the contributories among themselves.

## **3 PART 2 - DIRECTORS**

### **3.1 DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **3.1.1 DIRECTORS' GENERAL AUTHORITY**

1. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.
2. The EKF Board shall lead, manage and administer EKF activity, draw up programmes in accordance with the directives approved at the AGMs/EGMs and assure that they are enacted.

Mainly, it shall:

1. Call AGMs, establishing the agenda;
2. Draft the technical and financial report on the previous year's activity, to be submitted for the approval of the Ordinary Congress at the AGM;
3. Approve the budget relative changes and the final balance she/sheet, to be submitted for the approval of the Ordinary Congress at the AGM;
4. Create, restructure and remove Commissions;
5. Approve and amend Rules and Regulations;
6. Decide upon the provisional affiliation of organisations, to be submitted for ratification of the Ordinary Congress at the AGM;
7. Decide on the suspension of national activities of Member organisations that have not paid their annual fees;
8. Confer and repeal appointments;
9. Administer available funds;
10. Monitor compliance with the Statutes, Rules and Regulations and issued Norms;
11. Issue provisions pertaining to recognition, affiliation and membership;
12. Decide upon the amounts of fees and charges;
13. Grant amnesties, pardons and remissions and establish the limits of these measures;
14. Decide upon other matters included in the agenda

#### **3.1.2 MEMBERS' RESERVE POWER**

1. The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

#### **3.1.3 DIRECTORS MAY DELEGATE**

1. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
  - a) to such person or committee;
  - b) by such means (including by power of attorney);
  - c) in relation to such matters or territories; and

- d) on such terms and conditions; as they think fit.
- 2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

#### **3.1.4 COMMITTEES**

- 1. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

#### **3.1.5 DECISION-MAKING BY DIRECTORS DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

- 1. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- 2. If—
  - a) the company only has one director, and
  - b) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

#### **3.1.6 UNANIMOUS DECISIONS**

- 1. A decision of the directors is taken in accordance with this article all eligible directors indicate to each other by any means that they share a common view on a matter.
- 2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 3. References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 4. A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.
- 5. In certain circumstances a decision maybe made by the President and/or the Vice President as long as it is deemed to be in the best interests of the EKF and its members. That decision will then be relayed at the earliest opportunity, to the board members for ratification.

#### **3.1.7 CALLING A DIRECTORS' MEETING**



1. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
2. Notice of any directors' meeting must indicate—
  - a) its proposed date and time;
  - b) where it is to take place; and
  - c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
3. Notice of a directors' meeting must be given to each director, but need not be in writing.
4. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **3.1.8 PARTICIPATION IN DIRECTORS' MEETINGS**

1. Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
  - a) the meeting has been called and takes place in accordance with the articles, and
  - b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
4. Directors that have stated that they will not be participating in a meeting whether such a meeting is physical and in person or by electronic means i.e. video conference, telephone conference or email, will be recorded as not participating in that meeting and will not be counted for quorum purposes
5. Directors that do not offer a response to notification of a meeting by the President or Company Secretary will be deemed as not participating in that meeting, whether such a meeting is physical and in person or by electronic means
6. i.e. video conference, telephone conference or email, and will be recorded as not participating in that meeting and will not be counted for quorum purposes.
7. The President will allow 72 hrs for such a response from directors, following which the President will determine the number of directors to be recorded as participating in the meeting

### **3.1.9 QUORUM FOR DIRECTORS' MEETINGS**

1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
2. The quorum for directors' meetings may be fixed from time to time by a decision

of the directors, but must never be less than 50% of the total number of the current eligible board members.

3. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
  - a) to appoint further directors, or
  - b) to call a general meeting so as to enable the members to appoint further directors.
4. All meetings of the EKF Board of Directors must include at least one of the following officers: President, Vice President, Treasurer, Company Secretary

### **3.1.10 CHAIRING OF DIRECTORS' MEETINGS**

1. The EKF President will chair the meetings. If the EKF President is unable or unwilling to chair the meeting then the meeting will be chaired by the EKF Vice President. If the EKF Vice President is unable or unwilling to chair the meeting then the president or Vice President will elect a meeting chairman
2. The person so appointed for the time being is known as the meeting chairman.
3. The directors may terminate the meeting chairman's appointment at any time following a majority decision to do so
4. If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

### **3.1.11 CASTING VOTE**

1. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
2. But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **3.1.12 CONFLICTS OF INTEREST**

1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
2. But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
3. This paragraph applies when—
  - a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
  - b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

- c) the director's conflict of interest arises from a permitted cause.
4. For the purposes of this article, the following are permitted causes—
    - a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
    - b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
    - c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
  5. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
  6. Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
  7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

### **3.1.13 RECORDS OF DECISIONS TO BE KEPT**

1. The directors must ensure that the company secretary keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors, whether this be following a vote by email, video conference, telephone conference or physical meeting.

### **3.1.14 DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

1. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

### **3.1.15 APPOINTMENT OF DIRECTORS METHODS OF APPOINTING DIRECTORS**

1. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
  - a) by ordinary resolution, or
  - b) by a decision of the directors.
2. Election to the board of directors of the EKF office is only open to persons

officially put forward as candidates by the Member Associations who have been a member of that association for the last 1 (one) year and then only when the Member Association has been effective full rights member of the EKF for the last 1 (one) year and the Member Association is up to date with all payments due to the EKF at the time of opening of the members meeting, unless that person is an existing director, who may individually put forward their candidatures to the EKF Board.

3. The following persons cannot be elected members of the EKF Board:-
  - a) the employees of the EKF, paid or otherwise for the duration of their work contract plus 1 (one) year after the termination of their contract.
  - b) any individual who is engaged to perform specific tasks, provide equipment for hire or sale to the EKF, either as an individual or as an active partner or Board members of a company or organisation, for the duration of the contract plus 1 (one) year after its fulfilment or the delivery of the work.
  - c) merchants or producers of sports items and their shareholders, partners, administrators and members of the Board of sports companies and any kind of commercial company which activity is within the realm of commerce, or manufacture, of any kind of sports items or services pertaining to sports.
2. Any individual while in elected office becoming in breach of above limitations may forfeit any elected position held. The EKF Board may take the decision of exclusion.
4. The validity of the candidatures shall be verified by the EKF Company Secretary. Appeals against the decision of the Company Secretary shall be filed to the Disciplinary and Legal Commission (DLC) within the 5 (five) days following the notification of the said decision.
5. All the candidatures for elective offices shall be sent by the EKF Company Secretary to the affiliated Member Associations at least 1 (one) month (28days) before the date of the Annual General Meeting.
6. Any Member Association cannot have more than 1 (one) EKF Board member, this without counting the President and the permanent offices
7. If an appointed director loses the support of his or her Association, their appointment to the EKF board will be immediately suspended, pending any appeal to the Disciplinary and Legal Commission.
8. All EKF Board members must hold residency in England.
9. The EKF Board shall be composed of the President, who shall preside over it, the Vice President and up to 8 (eight) further elective members. The World Karate Federation, he/herein referred to as “WKF”, Representative, if any, will be appointed to the EKF Board and afforded full voting rights for the duration of his/her office within the WKF. This is a non-elective position. The WKF Representative represents the WKF on the EKF Board and not the EKF on the WKF Board.
10. No director positions shall be advertised unless that role is currently vacant and a specific requirement to fill that role has been identified by a majority decision at a directors meeting.
11. All EKF Board elective positions will be elected by the Member organisations

present at an AGM.

12. Equal opportunities to all must be assured.
13. The EKF Board will have the right to co-opt additional members from underrepresented groups but the board must not exceed 10 (ten) members in total. The term of any co-opted members will be at the discretion of the Board and may be revoked at any time. Co-opted members may be appointed by majority decision of the Board and enjoy full voting rights until the next AGM.
14. If for any reason a position should become vacant in the EKF Board, the EKF Board may proceed to co-opt a member in accordance with the terms of Article 17 herein. The co-opted member(s) shall remain in office at the discretion of the EKF Board and as a limit until the following AGM, when regular elections for the co-opted position(s) are held.
15. The EKF Board shall be in power for a 4 (four) year term for the President's office and for a 2 (two) year term for the office of the Vice-president and the remaining elected members. All may be re-elected indefinitely.
16. The newly elected President and EKF Board members will take office at the AGM or EGM where they were elected.
17. In its first meeting, to take place as early as possible after the relevant AGM or EGM, the EKF Board, upon proposal of the President, shall reconfirm or appoint the Company Secretary and the Treasurer.
18. The EKF Board may revoke and subsequently reappoint any of these positions.
19. The EKF Board shall be convened by the President as required but at least 1 (one) time yearly in an AGM or, at the written and justified request of the majority of its members, in an EGM.
20. The term of the members of the EKF Board will be extended up to and including the AGM if the term expires before the date of meeting of such AGM.
21. At the request of the EKF Board, meetings will also be attended by the Chairmen of the Permanent Commissions for matters directly concerning them.
22. All members of the EKF Board are its representatives and not delegates of their associations within the EKF.
23. The Member Organisations affiliated to the EKF must include the EKF Board members in their organisation if any. Such members shall form part of and will have the right to vote in the Committees of their association. When the association legislation does not allow so, they will be invited to attend, and will also in all cases be attributed a preferential place in all manifestations, events and championships.
24. When for any reason a meeting of the EKF Board cannot take place, the necessary decision may be taken following an exchange of faxes or e-mails which must be recorded and retained by the company secretary.
25. The EKF Board takes all the decisions by simple majority. In the event of a tied vote, the President, or in his absence the Acting Chairman, will have the casting vote.
26. In order to be considered valid, any meeting of the EKF Board of the EKF must include at least 50% (half) of its elected members, and be presided over by the President, or in his or her absence, by the Vice President, and in the absence of the Vice President a person nominated by the President. No proxies for directors

meetings are allowed.

27. The minutes of all meetings and other proceedings of the EKF Board are established under the authority of the President. No correction or alteration to the minutes will be accepted unless written modification has been received and acknowledged in writing by the Company Secretary within 1 (one) month after they have been circulated to the Member organisations
28. The Vice-president shall provide the President with assistance for all functions and shall replace him on any occasions as set forth he/herein in accordance with the relative procedures:-
  - a) to execute the decisions taken by the EKF Board;
  - b) to maintain relationships with the Member Associations and with outside parties;
  - c) to draw up and take care of the minutes of the EKF Board and of the Annual General Meeting
29. At each meeting of the EKF Board the Company Secretary must present an up to date report on the EKF situation.
30. To be eligible as the EKF Company Secretary it is desirable to have served 1 (one) 2 (two) year term as elected EKF Board member during the last 2 (two) terms.
31. The duties of the Company Secretary shall be: -
  - a) to execute the decisions taken by the EKF Board;
  - b) to maintain relationships with the Member Associations and with outside parties;
  - c) to draw up and take care of the minutes of the EKF Board and of the Annual General Meeting
32. At each meeting of the EKF Board the Company Secretary must present an up to date report on the EKF situation.

### **3.1.16 TERMINATION OF DIRECTOR'S APPOINTMENT**

1. A person ceases to be a director as soon as—
  - a) That person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
  - b) A bankruptcy order is made against that person;
  - c) A composition is made with that person's creditors generally in satisfaction of that person's debts;
  - d) A registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - e) By reason of that person's mental he/health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - f) ) Notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in

accordance with its terms.

- g) That person fails to attend 3(three) consecutive scheduled board meetings without providing prior notice that they cannot attend such meetings and without providing a valid reason for non attendance that is acceptable to the remaining board members.
- h) Any director that is deemed by a majority vote of the remaining board members, to be acting without due consideration of the best interests of the EKF ltd

### **3.1.17 DIRECTORS' REMUNERATION**

- 1. Directors may undertake any services for the company that the directors decide.
- 2. The travel, accommodation costs and other expenses, as well as the relative allowances from the EKF Board members shall be settled in accordance with the provisions of the relevant Rules and Regulations.

### **3.1.18 DIRECTORS' EXPENSES**

- 1. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
  - a) meetings of directors or committees of directors,
  - b) general meetings, or
  - c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## **4 PART 3- MEMBERS**

### **4.1 BECOMING AND CEASING TO BE A MEMBER**

#### **4.1.1 APPLICATIONS FOR MEMBERSHIP**

1. Members of the EKF LTD are the member organisation and not individuals
2. Within that organisation, no organisation shall become a member of the company, unless—
  - a) That organisation's official representative has completed an application for membership in a form approved by the directors, and
  - b) The directors have approved the application.
  - c) The recognition of an association by the EKF will be accepted following the regulations contained in these Statutes.
  - d) The approval of an organisation's statutes by the EKF Board is required for recognition. The same applies to any subsequent change or amendment to the statutes of a Member organisation in that these will also have to be approved by the EKF Board. Such statutes shall, at all times, conform to the principles of the EKF statutes and make explicit reference to the affiliation to EKF and to the acceptance and subordination to the principles of EKF statutes. If there is any doubt as to the meaning or interpretation of the statutes of a Member organisation or if there is a contradiction between such statutes and EKF statutes, the latter take precedence.
  - e) Also the Rules and Regulations of the Member organisation shall conform to the principles of the EKF Rules and Regulations. In particular, the WKF competition rules shall be applied in their entirety, including modalities and categories, in all EKF national and regional events. Member organisations will not schedule competitions on the same dates as the aforementioned events.
  - f) Organisations wishing to be recognised by and subsequently affiliated to the EKF must be an independent organisation in England. If the organisation seeking EKF recognition is run by committee then the President/Chair and the other members of the Committee of such organisations must be democratically elected and hold the citizenship of England. Governments or other public authorities shall not designate any members of a Member organisation. However, a Member organisation may decide, at its discretion, to elect as members' representatives of such authorities.
  - g) Organisations wishing to be affiliated to the EKF must send to the EKF Company Secretary, together with the relative application fee payment, a complete dossier of documents giving detailed information on the standing and capacity of the association including a copy of the latest Audited Financial Statement. This dossier must include the Statutes and the Rules and Regulations of the applicant association. Such application fee payment shall be in the form of a bank cheque or bank transfer and of such amount as specified by the EKF. This payment must be cleared at the EKF bank before membership may proceed.
  - h) Affiliation shall be deemed "provisional" when it has been accepted by



the EKF Board.

- i) ) Provisional membership will be ratified by the EKF Board of Directors no longer than 12 months from the date of provisional membership being granted. The company secretary will instruct notification of the decision of the ratification by the EKF Board of Directors within 1(one) calendar month of the decision.
- j) The Member Associations may be members of additional groups in order to participate in, or supervise the organisation of Karate competitions, provided that the EKF recognises such groups and the Board allows such membership. Such recognition shall in no way affect the right of the EKF to deal directly with each Member Association and vice versa.
- k) The right of recognition, suspension or recognition withdrawal of additional groups rests with the Board of the EKF. Appeal can be presented before the Disciplinary and Legal Commission within 21 (twenty-one) days following the notification of decision. The recognition will be decided after the examination of the Statutes and their compatibility with those of the EKF. In case of changes in the Member Association's Statutes, in case of violation, or for any other cause affecting the democracy of the sporting processes, the Board, after due examination, may reconsider such recognition.

#### **4.1.2 TERMINATION OF MEMBERSHIP**

- 1. A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- 2. Membership is not transferable.
- 3. A person's membership terminates when that person dies or ceases to exist.
- 4. Membership may be terminated by a decision of the board of directors as a result of non-payment of due fees or non-compliance with the EKF registration process of registering all members of their respective group with The EKF, monthly returns process, violation of WKF statute 21.9 and any other reason which the board decide may bring the EKF into disrepute or other severe disciplinary issues.
- 5. Any membership status may be revoked or suspended by a decision of the EKF Board of Directors following a majority decision at a meeting of the directors

#### **4.1.3 ORGANISATION OF GENERAL MEETINGS ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 2. A person is able to exercise the right to vote at a general meeting when—
  - a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - b) that person's vote can be taken into account in determining whether or

not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
4. The Members that attend an Annual General Meeting or an Extraordinary General Meeting whether in person or by proxy are referred to as the Congress. The Congress is the supreme organ of the EKF, being given deliberative powers. It shall decide only on matters included on the official agenda. The Congress shall have the final say on all matters relating to Karate as presented from the
5. Member Associations, and on any other topic of a general nature, and it shall define the guidelines for the EKF activity within the Articles of Association and complying with the legal statutory requirements as laid down in all Acts of Parliament.
6. The members shall meet every 1 (one) year at a predetermined destination in England. The members that attend this meeting are referred to as the Ordinary Congress and the meeting is referred to as the Annual General Meeting, herein referred to as "AGM".
7. The call for the AGM shall be given by post, fax or e-mail, signed by the President or by the Company Secretary.
8. The Ordinary Congress at the AGM can consider only items, which are included in the agenda. At least 2 (two) months before the date fixed for the AGM the Company Secretary shall invite the Member Associations to submit via post, fax or e-mail to the Company Secretary items which they wish to have included in the agenda after agreement from the EKF Board. The proposals will have to be submitted at least 6 (six) weeks before the date of the AGM.
9. At least 1 (one) month before the date fixed for the AGM, the Company Secretary will send to the Member Associations the draft of the agenda formulated by the EKF Board.
10. The agenda must include the following: Approval of the minutes of the preceding AGM and EKF Board minutes, reports of the President and Company Secretary, report of the Treasurer and of the Auditors, election of new directors to vacant positions within the EKF Board and Information on the future activity and designation of the organisation.
11. The AGM shall be chaired by the President of the EKF, or in his or he/her absence by the Vice-president or person designated by the President. The AGM secretary shall be the Company Secretary of the EKF or in his or he/her absence, the EKF Administration Officer or other person nominated by the EKF Board.
12. The delegate who represents a Member organisation at the AGM must be resident in England and have a proxy signed by the Chief Instructor or Chairman of the Member organisation unless it's Chief Instructor/Chairman represents the Member organisation in person.
13. The verification of the proxy will be carried out by a Commission composed by 3 (three) persons, namely the Vice-president, the Company Secretary and the Treasurer before the official opening of the AGM meeting. In the case of any contestation, the Company Secretary shall submit the claim to the Disciplinary and Legal Commission. Should any of the prescribed members of the

- Commission not be present at the AGM the EKF President will, at his discretion, appoint substitute Commission members from the EKF Board members present.
14. For the positions to be elected where there is the same number of candidates as positions, the election may take place by acclamation, one candidate at a time.
  15. In order to be valid, candidatures for the EKF Board must be sent by post, fax or email 6 (six) weeks (42 days) before the AGM to the EKF Company Secretary. This formality is also necessary for all members who present themselves for re-election, including the EKF Board co-opted members.
  16. Observers may be invited to the AGM by the President, with the right to speak only upon the authorisation of the Chairman of the Meeting.
  17. The candidates for election must stand with respect to the ethics and principles of the EKF and not attempt to procure votes by offering incentives to
  18. the EKF Member Associations. Any candidate found offering incentives to obtain votes will forfeit his eligibility for the candidature of the office.
  19. It is forbidden for a Member organisation to give a proxy to another Member Association or to a delegate who is not resident in England, even if he/she is a member of that Member Association.
  20. The members of the EKF Board shall not have the right to vote in the AGM, meeting unless they represent a Member Association.
  21. With the exception of Articles 33 as set forth herein, the AGM meeting shall decide by majority vote. Voting shall generally be done by the show of hands or by roll call. For elections and questions of particular importance, or whenever the Chair of the AGM meeting or ½ (half) of the delegates with voting rights demand it, voting shall be by secret ballot. For elections secret ballot is obligatory, except for cases referred to in 19 above. When secret ballot, the EKF Board members will vote at the end.
  22. In the event of a tie, the Chairman of the AGM shall have the right to cast the deciding vote or may also decide to repeat the voting between the candidates tied.
  23. The following shall be entitled to take part in the AGM meeting:-
    - a) the affiliated Member Associations in possession of voting right;
    - b) the EKF Board;
    - c) the Chairmen of the EKF Commissions;
    - d) the Honorary Member(s);
  24. Organisations with EKF membership at club level (as defined within the club application document), provisional members at any level and invited guests shall not have the right to vote at the AGM.
  25. The affiliated Member Organisations, in accordance with Statutory Norms and Rules shall be entitled to 1 (one) vote per association so long as the association has conformed to all articles, policies, rules, regulations and by laws of the EKF.
  26. The annual normal period, accounting period and fiscal year adopted by the EKF shall coincide with the calendar year (1st of January/31st of December).
  27. Abstentions and blank or spoiled votes are not taken into consideration in the calculation of the required majority.
  28. Each Member Association may be represented by no more than 2 (two) persons from that association.

29. The AGM shall be deemed valid at the first call if at least 1/6 (sixth) of affiliated Member Associations in possession of voting rights are present. If finally a valid AGM is not possible for reasons of quorum, the EKF Board will convene immediately after the cancellation of the AGM with the same agenda as published for the AGM, and with equivalent powers as that of the announced AGM.
30. An Extraordinary General Meeting may sometimes be necessary. The members that attend this meeting are referred to as the Extraordinary Congress and the meeting is here/herein referred to as the “EGM”. An EGM shall meet:-
  - a) upon the initiative of the President, when the same considers it necessary;
  - b) upon the written and justified request of at least 50% + 1 (half plus one) of the members of the EKF Board;
  - c) upon written and justified request of at least 50%+ 1 (half plus one) of the affiliated Member Associations in possession of voting rights.
31. An EGM may be called at the same time as an AGM providing it complies with the necessary terms and procedures for validity. The resolutions and decisions of the EGM shall have the same validity as those of the AGM
32. The Chairman of the AGM or EGM shall decide on the duration of the speaking time granted to the participants and limitations to when an issue is considered adequately debated before being taken up for voting.
33. Both the Ordinary Congress and the Extraordinary Congress may delegate powers to the EKF Board.
34. Any decision of the AGM or EGM, including decisions on amendments to the statutes, comes into effect immediately.
35. Minutes of all meetings and other proceedings are established under the authority of the President.

#### **4.1.4 QUORUM FOR GENERAL MEETINGS**

1. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
2. The AGM shall be deemed valid at the first call if at least 1/3 (third) of affiliated Member Associations in possession of voting rights are present, the AGM may, on the instruction of the President, be postponed for a period of no longer than 1/2 (half) an hour to allow quorum to be achieved. If finally a valid AGM is not possible for reasons of quorum, the EKF Board will convene right after the cancellation of the AGM, with the same agenda as published for the AGM, and with equivalent powers as that of the announced AGM.

#### **4.1.5 CHAIRING GENERAL MEETINGS**

1. If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
2. If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a

meeting was due to start—

- a) the directors present, or
  - b) (if no directors are present), the meeting
  - c) must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
3. The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

#### **4.1.6 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

1. Directors may attend and speak at general meetings, whether or not they are members.
2. (2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

#### **4.1.7 ADJOURNMENT**

1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
  - a) the meeting consents to an adjournment, or
  - b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
4. When adjourning a general meeting, the chairman of the meeting must—
  - a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
6. To the same persons to whom notice of the company’s general meetings is required to be given, and
7. Containing the same information which such notice is required to contain.
8. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken

place.

#### **4.1.8 VOTING AT GENERAL MEETINGS VOTING: GENERAL**

1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

#### **4.1.9 ERRORS AND DISPUTES**

1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
2. Any such objection must be referred to the chairman of the meeting whose decision is final.

#### **4.1.10 POLL VOTES**

1. A poll on a resolution may be demanded—
  - a) in advance of the general meeting where it is to be put to the vote, or
2. A poll may be demanded by—
  - a) the chairman of the meeting;
  - b) the directors;
  - c) 50 (fifty) % of persons having the right to vote on the resolution; or
3. A demand for a poll may be withdrawn if—
  - a) the poll has not yet been taken, and
  - b) the chairman of the meeting consents to the withdrawal.
4. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

#### **4.1.11 CONTENT OF PROXY NOTICES**

1. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
  - a) States the name and address of the member appointing the proxy;
  - b) Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
  - c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - d) Is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
2. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

4. Unless a proxy notice indicates otherwise, it must be treated as—
  - a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **4.1.12 DELIVERY OF PROXY NOTICES**

1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
2. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing at least 2 (two) weeks prior to the date of the AGM, given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.
5. Any member in possession of a valid and authenticated proxy notice will be included in the general meeting count for reasons of quorum.

#### **4.1.13 AMENDMENTS TO RESOLUTIONS**

1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - a. notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - b. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
  - a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
3. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.
4. Proposals to amend these Statutes may be put forward by the EKF Board or by affiliated Member Associations having voting rights. In the case of Member Associations, proposals must be presented to the EKF Board by at least 50% + 1

- (half plus one) of all affiliated Member Associations having voting rights.
5. The EKF Board shall call the relevant Extraordinary General Meeting (EGM) in accordance with the terms and procedures as set forth he/herein.
  6. Proposals to amend these Statutes must be approved by at least 75% (three quarters) of the affiliated Member Associations having voting rights being present at a quorate General Meeting.
  7. For anything that is not covered by these Statutes, the EKF Board may action the necessary decisions which must then be submitted for ratification by the members at the subsequent EGM.



## **5 PART 4 ADMINISTRATIVE ARRANGEMENTS**

### **5.1 MEANS OF COMMUNICATION TO BE USED**

1. Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
2. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
3. A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **5.1.1 COMPANY SEALS**

1. Any common seal may only be used by the authority of the directors.
2. The directors may decide by what means and in what form any common seal is to be used.
3. Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
4. For the purposes of this article, an authorised person is—
  - a) any director of the company;
  - b) the company secretary (if any); or
  - c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

#### **5.1.2 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

1. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

#### **5.1.3 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

1. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

## **5.2 DIRECTORS' INDEMNITY AND INSURANCE**

### **5.2.1 INDEMNITY**

1. Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
  - a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
  - b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - c) any other liability incurred by that director as an officer of the company or an associated company.
2. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
3. In this article—
  - a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - b) a "relevant director" means any director or former director of the company or an associated company.

### **5.2.2 INSURANCE**

1. The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
2. In this article—
  - a) a "relevant director" means any director or former director of the company or an associated company,
  - b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
  - c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

### **5.2.3 ECONOMICAL RESOURCES**

1. The EKF shall pursue its institutional goals by means of revenues deriving from the membership and other yearly fees, competition entry fees, courses and examinations, the issue of licences and diplomas, fines, bequests and donations, sponsorship, radio, television, video, Internet and photographic rights, royalties and any other form of income providing it has been approved by the EKF Board. Any radio, television, video, internet and photographic rights of the EKF

championships and other international events organised by the EKF shall be the exclusive property of the EKF. These rights may not be sold or negotiated without agreement of the EKF Board, which may delegate its authority to negotiate the sale or use of these rights, but which shall support the sole responsibility for the final decision and for the use of the income from the sale of the rights.

2. The budget, adjustments to the budget, and the final balance-sheet, approved by the EKF Board, and the reports of the EKF President, the Company Secretary, the Company Treasurer and the appointed Auditors must be approved by the members and made available at the AGM.

#### **5.2.4 ACCEPTANCE AND OBLIGATIONS**

1. Member Associations and individual persons affiliated to the EKF shall undertake to comply with statutory Norms, Rules and Regulations and all provisions issued by the EKF Board.
2. Members shall undertake to work in complete compliance with the rules governing the sport and practice of Karate, maintaining a demeanour commensurate with the activity performed.
3. Any member in breach of the conditions as per points 41.1 and 41.2 above shall be liable to disciplinary action as set forth herein.

#### **5.2.5 TRANSITIONAL DISPOSITIONS**

1. These Statutes will be in effect immediately after their approval at the EKF members meeting, with exception to any paragraph that may, in the opinion of the EKF Board, infringe on the existing rights of elected officials under the previous existing Statutes, in which case the EKF Board will make such dispositions as in their opinion is deemed required, and determine the necessary transition period for any such remedy.
2. The EKF Member Associations will have a period of 1 (one) year to adapt their Statutes in order to conform to the principles of these Statutes after their approval.