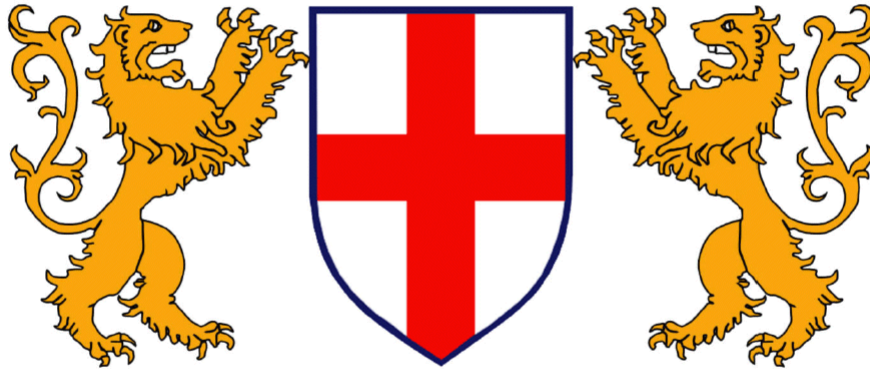


ENGLISH KARATE



FEDERATION

English Karate Federation Articles of Association

August 2010

Company Registered in England and Wales. Number 6527769

Registered Office:
29 Falcon Close
Adwick, Doncaster
DN6 7US

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

ENGLISH KARATE FEDERATION

ARTICLES OF ASSOCIATION

INDEX PAGE

ART. 1	INTERPRETATION	3
ART. 2	LIMITATION OF LIABILITY	3
ART. 3	DIRECTORS GENERAL AUTHORITY	3
ART. 4	DIRECTORS MEETINGS	4
ART. 5	MEMBERS	6
ART. 6	COMMUNICATION	6
ART. 7	COMMON SEAL	6
ART. 8	CONSTITUTION AND OBJECTS	6
ART. 9	STRUCTURE	7
ART. 10	ECONOMICAL RESOURCES	7
ART. 11	ASSETS	8
ART. 12	RECOGNITION AND AFFILIATION	8
ART. 13	RIGHTS AND DUTIES OF MEMBER ASSOCIATIONS	8
ART. 14	INDIVIDUALS	8
ART. 15	RIGHTS AND DUTIES OF INDIVIDUALS	9
ART. 16	ACCEPTANCE AND OBLIGATIONS	9
ART. 17	ELIGIBILITY - CANDIDATURES – INCOMPATIBILITY	9
ART. 18	ORGANISATION	10
ART. 19	CONGRESS/MEMBERS	10
ART. 20	ATTENDANCE AND SPEAKING AT GENERAL MEETINGS	12
ART. 21	QUORUM FOR GENERAL MEETINGS	12
ART. 22	CHAIRING GENERAL MEETINGS	12
ART. 23	ATTENDANCE AND SPEAKING BY DIRECTORS AND NON MEMBERS	13
ART. 24	ADJOURNMENT	13
ART. 25	VOTING	13
ART. 26	PROXIES	14
ART. 27	AMMENDMENTS TO RESOLUTIONS	14
ART. 28	EKF BOARD	15
ART. 29	PRESIDENT	16
ART. 30	FINANCES, ACCOUNTS AND AUDITING	17
ART. 31	ACCOUNTS	17
ART. 32	PRESIDENT’S REPORT	18
ART. 33	DUTY TO CIRCULATE COPIES OF ANNUAL ACCOUNTS & REPORTS	19
ART. 34	FILING OF ACCOUNTS & REPORTS	20
ART. 35	REVISION OF DEFECTIVE ACCOUNTS & REPORTS	20
ART. 36	RIGHTS OF MEMBERS TO REQUIRE AUDIT	20
ART. 37	AUDITORS	20
ART. 38	AUDITORS REPORT	21
ART. 39	COMMITTEES	23
ART. 40	PERMANENT COMMISSIONS	23
ART. 41	RULES AND REGULATIONS	23
ART. 42	HONORARY PRESIDENT AND HONORARY MEMBERS	23
ART. 43	DAN GRADES	23
ART. 44	PRINCIPLES OF SPORTING JUSTICE	23
ART. 45	AMENDMENTS TO THE STATUTES	24
ART. 46	DISSOLUTION	25
	TRANSITIONAL DISPOSITIONS	25

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

ENGLISH KARATE FEDERATION

ART.1- INTERPRETATION

- 1.1 In the articles, unless the context requires otherwise
- “articles” means the company’s articles of association;
 - “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;
 - “chairman” has the meaning given in the Companies Act 2006;
 - “chairman of the meeting” has the meaning given in the Companies act 2006;
 - The term “chairman” is used to be consistent with the above definitions though it is acknowledged that “chair” or “chairperson” might be more appropriate;
 - “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;
 - “director” means a director of the company, and includes any person occupying the position of director, by whatever name called;
 - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
 - “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
 - “member” has the meaning given in section 112 of the Companies Act 2006;
 - “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
 - “participate”, in relation to a directors’ meeting, has the meaning given in
 - “proxy notice” has the meaning given in
 - “special resolution” has the meaning given in section 283 of the Companies Act 2006;
 - “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.
- 1.2 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.

ART. 2- LIMITATION OF LIABILITY

- 2.1 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 is a member or within one year after he ceases to be a member, for
- (a) payment of the company’s debts and liabilities contracted before he 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.

ART.3- DIRECTORS GENERAL AUTHORITY

- 3.1 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.
- 3.2 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);

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- 3.3 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 3.4 The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 3.5 The directors must ensure that the company 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.
- 3.6 Methods of appointing directors: 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 in accordance with the articles.
- 3.7 Termination of director's appointment: 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 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.
- 3.8 Directors' expenses: 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,
 - (c) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.
- 3.9 No director shall benefit from the income and property of the Company, which shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any director.
- 3.10 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 insofar as any rule they may make does not contradict anything in these articles.

ART.4- DIRECTORS MEETINGS

- 4.1 The general rule about decision-making by directors is that any decision of the directors must be by a majority decision at a meeting.
- 4.2 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 4.3 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.
- 4.4 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.
- 4.5 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.
- 4.6 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.
- 4.7 Notice of any directors' meeting must indicate
- (a) its proposed date and time;

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- (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.
- 4.8 Notice of a directors' meeting must be given to each director with a minimum of 7 (seven) days notice, but need not be in writing.
- 4.9 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.
- 4.10 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.
- 4.11 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 4.12 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.
- 4.13 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 4.14 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than 6 (six) without the presence of the EKF President or never less than 5 (five) if the President is present.
- 4.15 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.
- 4.16 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 other EKF Executive Board Members shall take his or her place according firstly to the rank given by the EKF Executive Board, secondly to seniority in office and lastly to seniority by age.
- 4.17 The person so appointed for the time being is known as the chairman.
- 4.18 The directors may terminate the chairman's appointment at any time.
- 4.19 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 according to ART.4.16
- 4.20 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 4.21 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.
- 4.22 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.
- 4.23 But if paragraph (4.24) 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.
- 4.24 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;
- 4.25 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 4.26 Subject to paragraph (4.27), 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.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 4.27 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.

ART.5- MEMBERS

- 5.1 No person shall become a member of the company unless
(a) that person has completed an application for membership in a form approved by the directors, and
(b) the directors have approved the application.
- 5.2 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- 5.3 No Member shall benefit from the income and property of the Company, which shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member except for 1. Under contractual agreement either employed, self-employed or on a sub contractor basis. 2. On dissolution of EKF under ART 46.
- 5.4 Membership is not transferable.
- 5.5 Membership terminates when that member ceases to exist or is terminated under these articles.
- 5.6 All membership is provisional until ratified by full congress
- 5.7 (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
(2) No such special resolution invalidates anything, which the directors have done before the passing of the resolution.

ART.6- COMMUNICATION

- 6.1 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.
- 6.2 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.
- 6.3 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.

ART.7- COMMON SEAL

- 7.1 Any common seal may only be used by the authority of the directors.
- 7.2 The directors may decide by what means and in what form any common seal is to be used.
- 7.3 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.
- 7.4 For the purposes of this article, an authorised person is
(a) any director of the company;
(b) the company secretary; or
(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

ART. 8- CONSTITUTION AND OBJECTS

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 8.1 The English Karate Federation 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.
- 8.2 The seat and legal domicile of the EKF shall be based in England.
- 8.3 The EKF does not engage in matters pertaining to politics, religion, or race, and is a not for profit organisation.
- 8.4 The EKF performs its activity on an amateur basis in compliance with the principles set forth in the Olympic Charter.
- 8.5 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.
- 8.6 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.
- 8.7 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 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.
- 8.8 The EKF will organise the English National Championships in collaboration with the Member Associations. The right to organise the English National Championships and other official English regional events shall be solely the responsibility of EKF.
- 8.9 The EKF recognises that Karate is linked the Olympic Games and in all other Games of the Olympic cycle.
- 8.10 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.

ART. 9- STRUCTURE

- 9.1 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.
- 9.2 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. The additional Associations only admit as members, associations already recognised by the EKF.
- 9.3 The Statutes of the Member Associations shall conform to the principles of the EKF Statutes. In the case of any conflict, the EKF statutes will take precedence.

ART. 10- ECONOMICAL RESOURCES

- 10.1 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 organisation of official competitions, 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. All the 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

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

sole responsibility for the final decision and for the use of the income from the sale of the rights.

- 10.2 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.

ART. 11- ASSETS

- 11.1 All existing EKF assets must be included in an inventory ledger kept by the Company Treasurer and certified by an Auditor.

ART. 12- RECOGNITION AND AFFILIATION

- 12.1 The recognition of an association by the EKF will be done following the regulations contained in these Statutes.
- 12.2 The approval of an applicant association'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 Association 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 Association or if there is a contradiction between such statutes and EKF statutes, the latter take precedence.
- 12.3 Also the Rules and Regulations of the Member Associations members 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 Associations will not schedule competitions on the same dates as the aforementioned events.
- 12.4 Associations wishing to be recognised by and subsequently affiliated to the EKF must be an independent organisation in England. If the association seeking EKF recognition is run by committee then the President/Chair and the other members of the Executive Committee of such association must be democratically elected and hold the citizenship of England. Governments or other public authorities shall not designate any members of a Member Association. However, a Member Association may decide, at its discretion, to elect as members' representatives of such authorities.
- 12.5 Associations wishing to be affiliated to the EKF must send to the 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.
- 12.6 Affiliation shall be deemed "provisional" when it has been accepted by the EKF Board.

ART. 13- RIGHTS AND DUTIES OF MEMBER ASSOCIATIONS

- 13.1 The affiliated Member Associations shall be entitled to:
- a) Participate in meetings in accordance with Statutory Norms and Rules;
 - b) Participate in official competitions in accordance with the specific Competition Rules;
 - c) Enjoy the advantages and benefits provided by the EKF;

ART. 14- INDIVIDUALS

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 14.1 The physical persons entitled to be EKF-recognised karateka through a Member Association are:
- a) The Athletes;
 - b) The Coaches;
 - c) The Physicians;
 - d) The Referees;
 - e) The Officials;
 - f) The licensed members of EKF Member Associations

ART. 15- RIGHTS AND DUTIES OF INDIVIDUALS

- 15.1 The physical persons that are EKF members shall be entitled to:
- a) Participate in the EKF activities via the respective Member Associations;
 - b) Wear the official EKF uniform, complying with pertaining provisions about the matter;
 - c) Be put forward for elective offices and appointments providing they possess the minimal requirements as outlined throughout ART.12, ART, 14 and ART. 17.

ART. 16- ACCEPTANCE AND OBLIGATIONS

- 16.1 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.
- 16.2 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.
- 16.3 Any member in breach of the conditions as per points 16.1 and 16.2 above shall be liable to disciplinary action as set forth herein.

ART. 17- ELIGIBILITY, CANDIDATURES & INCOMPATIBILITY

- 17.1 First time election to any 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. The EKF Board members can individually put forward their candidatures to the EKF Board.
- 17.2 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) Those who are hired to perform a specific work for the EKF, either individually or as active partners or Board members of a company, 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.
- Any individual while in elected office becoming in breach of above limitations will forfeit any elected position held. The EKF Board will take the decision of exclusion.
- 17.3 Candidatures for elective offices must be put forward exclusively by the respective Member Association (except for cases referred to in 17.1 above) and be received at the EKF by the Company Secretary - via post, fax or e-mail - at least 6 (six) weeks (42days) before the date of the Annual General Meeting.
- 17.4 The formalities as per the points above shall also apply to outgoing members.
- 17.5 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.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 17.6 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.
- 17.7 In order to be eligible as EKF Executive Board member, by election, cooption or as permanent member, the candidate's age must not have exceeded or going to exceed 70 (seventy) years by the end of the year of election or appointment. An elected member passing the age limit will be able to complete the entire term for which the member is elected. For Commission member the age limit is 65 (sixty five) years and the members will automatically leave the position on the 31st December of the year the person reaches the age limit.
- 17.8 Any Member Association cannot have more than 1 (one) EKF Executive Board member, this without counting the President, the permanent offices and the co-opted member(s).
- 17.9 If an appointed member other than a Commission Chairman loses the support of his or her Association, the appointment will be immediately forfeited, barring appeal to the Disciplinary and Legal Commission in application of the Rules of the latter.
- 17.10 All EKF Board members must hold residency in England.

ART. 18- ORGANISATION

- 18.1 The powers of the EKF are exercised by its organs, namely:
- a) The Members/Congress;
 - b) The EKF Board;
 - c) The President;

ART. 19- CONGRESS/MEMBERS

- 19.1 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 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.
- 19.2 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".
- 19.3 The call for the AGM shall be given by post, fax or e-mail, signed by the President or by the Company Secretary.
- 19.4 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.
- 19.5 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 Executive Board.
- 19.6 The agenda must include the following: Approval of the minutes of the preceding AGM and EKF Executive Board minutes, reports of the President and Company Secretary, report of the Treasurer and of the Auditors and election of new members to vacant positions in the EKF Executive Board.
- 19.7 Also the following matters shall be included on the agenda:
- a) Affiliations of new Associations;
 - b) Information on the future activity and designation of the relevant organisations;
- 19.8 Questions not included in the agenda for the AGM may, at the consent of the majority of 2/3 (two-thirds) of the members present, be discussed. Changes in the Statutes will by their nature be considered of sufficient importance as defined above.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 19.9 The AGM shall be presided over by the President of the EKF, or in his or her absence by the Vice-president. The AGM secretary shall be the Company Secretary of the EKF or, in his or her absence, the EKF Administration Officer or other person nominated by the EKF Board.
- 19.10 The delegate who represents a Member Association at the AGM and must be resident in England and have a proxy signed by the Chief Instructor or Chairman of the Member Association unless it's Chief Instructor/Chairman represents the Member Association in person.
- 19.11 The verification of the proxy will be carried out by a Commission composed by 3 (three) persons, namely the Vice-president, the Company Secretary or the EKF Administration Officer 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.
- 19.12 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.
- 19.13 In order to be valid, candidatures for the EKF Executive Board must be sent by post, fax or e-mail 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.
- 19.14 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.
- 19.15 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 the EKF Member Associations. Any candidate found offering incentives to obtain votes will forfeit his eligibility for the candidature of the office.
- 19.16 It is forbidden for a Member Association to give a proxy to another Member Association or to a delegate who is not resident in England, even if he is a member of that Member Association.
- 19.17 The members of the EKF Board shall not have the right to vote in the AGM, meeting unless they represent a Member Association.
- 19.18 Barring the terms of Articles 45 and 46 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 19.12 above. When secret ballot, the EKF Board members will vote at the end.
- 19.19 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.
- 19.20 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 President(s) and Honorary Member(s);
 - e) The Member Associations with provisional affiliation;
- 19.21 The affiliated Member Associations, 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.
- 19.22 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).
- 19.23 Abstentions and blank or spoiled votes are not taken into consideration in the calculation of the required majority.
- 19.24 Each Member Association may be represented by no more than 2 (two) persons from that association.
- 19.25 The AGM shall be deemed valid at the first call if at least 1/2 (half) of affiliated Member Associations in possession of voting rights are present, or at the second call, 1 (one) hour later, if at least 1/3 (one-third) 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 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 with exception to Article 45 of these statutes.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 19.26 Every 4 (four) years, at the AGM, the Ordinary Congress shall elect the President.
- 19.27 Every 2 (two) years, at the AGM, the ordinary congress shall elect a Vice President
- 19.28 Every 2 (two) years, at the AGM, the Ordinary Congress shall elect, via secret ballot: Up to 7 (seven) elective positions of the EKF Board. Any non-elected WKF representative cannot assume the roles of President, Vice President, Treasurer or Company Secretary.
- 19.29 The elected Vice-President and the EKF Executive Board members elected by the Member Associations are elected for a period of two years.
- 19.30 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 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 10% of the affiliated Member Associations in possession of voting rights.
- 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.
- 19.31 The EGM may deal with all matters normally handled by the AGM. It shall decide on the proposals to amend the statutes or any proposal to dissolve the EKF.
- 19.32 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.
- 19.33 Both the Ordinary Congress and the Extraordinary Congress may delegate powers to the EKF Board.
- 19.34 Any decision of the AGM or EGM, including decisions on amendments to the statutes, comes into effect immediately unless otherwise decided by the AGM or EGM.
- 19.35 Minutes of all meetings and other proceedings are established under the authority of the President.

ART.20- ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 20.1 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.
- 20.2 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.
- 20.3 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.

ART.21- QUORUM FOR GENERAL MEETINGS

- 21.1 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.

ART.22- CHAIRING GENERAL MEETINGS

- 22.1 The EKF President shall be the chairman and shall chair general meetings if present and willing to do so in accordance with these articles.
- 22.2 If the President is unable or unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then the Vice President must chair the meeting in accordance with these articles.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 22.3 If the EKF President and the EKF Vice President are both unable or unwilling to chair the meeting then another EKF Board Member shall take his place according firstly to the rank given by the EKF Board, secondly to seniority in office and lastly to seniority by age.
- 22.4 If no directors are present, the meeting 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.
- 22.5 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

ART.23- ATTENDANCE AND SPEAKING BY DIRECTORS AND NON MEMBERS

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

ART.24- ADJOURNMENT

- 24.1 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.
- 24.2 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.
- 24.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the majority of the Congress present.
- 24.4 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.
- 24.5 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)
- a) to the same persons to whom notice of the company’s general meetings is required to be given, and
 - b) containing the same information which such notice is required to contain.
- 24.6 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.

ART.25- VOTING

- 25.1 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.
- 25.2 (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.
- 25.3 (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
 - b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- (2) A poll may be demanded by
 - a) the chairman of the meeting;
 - b) the directors;
 - c) two or more persons having the right to vote on the resolution; or
 - d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
 - (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.
- 25.4 Subject to ART. 25.3(2) the Board will decide the method of voting in each particular poll or resolution.

ART.26- PROXIES

- 26.1 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 under the articles; 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.
- 26.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 26.3 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.
- 26.4 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.
- 26.5 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.
- 26.6 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 26.7 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.
- 26.8 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 appointor’s behalf.

ART.27- AMENDMENTS TO RESOLUTIONS

- 27.1 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.
- 27.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 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.
- 27.3 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.

ART. 28- EKF BOARD

- 28.1 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, 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. Please note - The WKF Representative represents the WKF on the EKF Board and not the EKF on the WKF Executive Board.
- 28.2 All EKF Board elective positions will be elected by the Member Associations.
- 28.3 In the EKF Board the equal opportunity to women and men must be assured.
- 28.4 The EKF Board will have the right to co-opt additional female members if the Board considers the number of female members elected to the Board insufficient. The term of 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.
- 28.5 The EKF Executive 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.
- 28.6 The newly elected President and EKF Executive Board members will take office at the AGM or EGM where they were elected.
- 28.7 In its first meeting, to take place as early as possible after the relevant AGM or EGM, the EKF Executive Board, upon proposal of the President, shall reconfirm or appoint from among its members the Company Secretary and the Company Treasurer.
The EKF Board may revoke and subsequently reappoint any of these positions.
- 28.8 The Chairman of the Athletes Commission will be invited to attend all EKF Board meetings, subject to agreement from the Board.
- 28.9 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:
- a) Call AGMs, establishing the agenda;
 - b) 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;
 - c) Approve the budget relative changes and the final balance sheet, to be submitted for the approval of the Ordinary Congress at the AGM;
 - d) Create, restructure and remove Commissions;
 - e) Approve and amend Rules and Regulations;
 - f) Decide upon the provisional affiliation of associations, to be submitted for ratification of the Ordinary Congress at the AGM;
 - g) Decide on the suspension of national activities of Member Associations that have not paid their annual fees;
 - h) Confer and repeal appointments;
 - i) Administer available funds;
 - j) Monitor compliance with the Statutes, Rules and Regulations and issued Norms;
 - k) Issue provisions pertaining to recognition, affiliation and membership;
 - l) Decide upon the amounts of fees and charges;
 - m) Grant amnesties, pardons and remissions and establish the limits of these measures;
 - n) Grant distinctions
 - o) Consider urgent provisions issued by the President;
 - p) Decide upon other matters included in the agenda;

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 28.10 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.
- 28.11 If for any reason a position should become vacant in the EKF Executive Board, the EKF Executive 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.
- 28.12 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.
- 28.13 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.
- 28.14 At the request of the EKF Board, meetings will also be attended by the Chairmen of the Permanent Commissions for matters directly concerning them.
- 28.15 All members of the EKF Board of the EKF are its representatives and not delegates of their associations within the EKF.
- 28.16 The Member Associations affiliated to the EKF must include the EKF Executive Board members in their association if any. Such members shall form part of and will have the right to vote in the Executive 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.
- 28.17 When for any reason a meeting of the EKF Executive Board cannot take place, the necessary decision may be taken following an exchange of faxes or e-mails.
- 28.18 The EKF Executive Board takes all their 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.
- 28.19 In order to be considered valid, any meeting of the EKF Executive Board of the EKF must include at least 6 (six) of its elected members, or five if the President is present, and be presided over by the President, or in his or her absence, by the Vice President. No proxies are allowed.
- 28.20 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 Associations.
- 28.21 The Vice-president shall provide the President with assistance for all functions and shall replace him upon in the occasions as set forth herein in accordance with the relative procedures.
- 28.22 The EKF Board may assign special duties to the Vice President providing they are not in contradiction with the provisions herein.
- 28.23 The EKF Board, in its first meeting after the elections, shall appoint the Company Secretary from among its members, upon proposal of the President.
- 28.24 To be eligible as the EKF Company Secretary it is desirable to have served 1 (one) 2 (two) year term as elected EKF Executive Board member during the last 2 (two) terms.
- 28.25 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;
- 28.26 At each meeting of the EKF Board the Company Secretary must present an up to date report on the EKF situation.
- 28.27 The duties of the EKF Administration Officer:
- a) To assist the Company Secretary and replace him or her in the event of absence or impediment;
 - b) Perform any other secretarial duty asked by the Company Secretary or by the EKF Board;
- 28.28 The EKF Board, in its first meeting after the elections, shall appoint the Company Treasurer from among its members, upon proposal of the President.
- 28.29 It is the duty of the Company Treasurer to keep the accounts in order.
- 28.30 At each meeting of the EKF Board to take place immediately before an AGM, the Company Treasurer must present an up to date report on the EKF situation.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

ART. 29- PRESIDENT

- 29.1 The President or other member(s) of the EKF Board appointed by the President shall represent the EKF in Member Associations and before outside parties. The President represents the EKF before the ordinary justice both in demand and in defence without need to be authorised by the EKF Board. He or she can delegate his powers to be represented in any event, before the Court or before the Court of Arbitration for Sport or in any other juridical matter.
- 29.2 The EKF President shall be responsible for the day to day running of the EKF and for answering to the members and to the EKF Board.
- 29.3 The EKF President shall convene and chair the EKF Board, after having drafted the agenda, and shall monitor the implementation of the approved resolutions, barring exceptions expressly specified herein
- 29.4 The EKF President shall convene and chair the meetings, barring exceptions expressly specified herein.
- 29.5 In emergency situations, the EKF President may take decisions normally attributed to the EKF Board or to the members. These decisions shall however be submitted to the ratification of the EKF Board, and in its case of the members, in its subsequent meeting.
- 29.6 In the event of a temporary absence, the EKF President may delegate some or all of his functions and powers to the Vice President.
- 29.7 In the event of the President's resignation or permanent absence, his powers shall be taken over by the Vice President, that, together with the EKF Executive Board, shall continue to carry out the ordinary administration of the EKF until the next meeting of the members, to be convened and held in accordance with the terms and procedures for the validity of a members meeting as set forth herein. In the event of absence or resignation of the Vice President, the other EKF Executive Board Members shall take his place according firstly to the rank given by the EKF Executive Board, secondly to seniority in office and lastly to seniority by age.

ART. 30- FINANCES, ACCOUNTS AND AUDITING

- 30.1 EKF annual accounts and reports for a financial year are
- a) its annual accounts,
 - b) the President's report, and
 - c) the auditor's report on those accounts and the President's report
- 30.2 Under the authority of the EKF Board, the Company Treasurer is responsible for the liquid assets of the EKF and the regular keeping of the accounts.
- The EKF Board will appoint an independent qualified accountant, or a firm of qualified accountants, who will be given the task of auditing annually the accounts of the EKF and reporting to it on, them unless not required under section 475(1)(a) of the Companies Act 2006. For each members meeting, the appointed accountant will moreover provide a succinct report on the audit of the EKF accounts. This report will also indicate whether the accounts have been kept in a regular manner and in accordance with the Statutes of the EKF.

ART.31- ACCOUNTS

- 31.1 The EKF must keep adequate accounting records.
- 31.2 Adequate accounting records means records that are sufficient
- a) to show and explain the company's transactions,
 - b) to disclose with reasonable accuracy, at any time, the financial position of the company at that time, and
 - c) to enable the directors to ensure that any accounts required to be prepared comply with the requirements of Companies Act 2006.
- 31.3 Accounting records must, in particular, contain
- a) entries from day to day of all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place, and
 - b) a record of the assets and liabilities of the company.
- 31.4 If the EKF's business in any financial year involves dealing in goods, the accounting records must contain

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- a) statements of stock held by the company at the end of each financial year of the company,
b) all statements of stocktakings from which any statement of stock as is mentioned in paragraph (a) has been or is to be prepared, and
c) except in the case of goods sold by way of ordinary retail trade, statements of all goods sold and purchased, showing the goods and the buyers and sellers in sufficient detail to enable all these to be identified.
- 31.5 EKF accounting records
a) must be kept at its registered office or such other place within the United Kingdom as the directors think fit, and
b) must at all times be open to inspection by the EKF Board.
- 31.6 EKF accounting records must be preserved for three years from the date on which they are made
- 31.7 The EKF financial year
a) begins with the day immediately following the end of the EKF's previous financial year, and
b) ends with the last day of its next accounting reference period or such other date, not more than seven days before or after the end of that period, as the directors may determine.
- 31.8 EKF's accounting reference period is determined according to its accounting reference date in each calendar year.
- 31.9 EKF accounting reference period is successive periods of twelve months beginning immediately after the end of the previous accounting reference period and ending with its accounting reference date.
- 31.10 The directors of EKF must not approve accounts unless they are satisfied that they give a true and fair view of the assets, liabilities, financial position and profit or loss.
- 31.11 The directors must prepare accounts for EKF for each of its financial years. These accounts are referred to as the company's "individual accounts".
- 31.12 EKF individual accounts must be prepared in accordance with section 396 ("Companies Act 2006 individual accounts").
- 31.13 EKF individual accounts must comprise
a) a balance sheet as at the last day of the financial year, and
b) a profit and loss account.
- 31.14 The EKF Individual Accounts must
a) in the case of the balance sheet, give a true and fair view of the state of affairs of the company as at the end of the financial year, and
b) in the case of the profit and loss account, give a true and fair view of the profit or loss of the company for the financial year.
- 31.15 The EKF Individual Accounts must comply with provision made by the Secretary of State by regulations as to
a) the form and content of the balance sheet and profit and loss account, and
b) additional information to be provided by way of notes to the accounts.
- 31.16 If compliance with these regulations, and any other provision made by or under Companies Act 2006 as to the matters to be included in a company's individual accounts or in notes to those accounts, would not be sufficient to give a true and fair view, the necessary additional information must be given in the accounts or in a note to them.
- 31.17 If in special circumstances compliance with any of those provisions is inconsistent with the requirement to give a true and fair view, the directors must depart from that provision to the extent necessary to give a true and fair view. Particulars of any such departure, the reasons for it and its effect must be given in a note to the accounts.
- 31.18 a) EKF's annual accounts must be approved by and signed on behalf of the Board by a director of the company.
b) The signature must be on the company's balance sheet.
c) the balance sheet must contain a statement to that effect in a prominent position above the signature.

ART.32- PRESIDENT'S REPORT

- 32.1 The President of the EKF must prepare a President's report for each financial year of the company.
- 32.2 The President's report for a financial year must state

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- a) the names of the persons who, at any time during the financial year, were directors of the company, and
- b) the principal activities of the company in the course of the year.
- 32.3 The President's report must contain a business review. The purpose of the business review is to inform members of the company and help them assess how the directors have performed their duty
- 32.4 The business review must contain
- a) a fair review of the company's business, and
- b) a description of the principal risks and uncertainties facing the company.
- 32.5 The business review must be a balanced and comprehensive analysis of
- a) the development and performance of the company's business during the financial year, and
- b) the position of the company's business at the end of that year, consistent with the size and complexity of the business.
- 32.6 The business review must, to the extent necessary for an understanding of the development, performance or position of the company's business, include
- a) analysis using financial key performance indicators, and
- b) where appropriate, analysis using other key performance indicators, including information relating to environmental matters and employee matters. "Key performance indicators" means factors by reference to which the development, performance or position of the company's business can be measured effectively.
- 32.7 The business review must, where appropriate, include references to, and additional explanations of, amounts included in the company's annual accounts.
- 32.8 Nothing in this section requires the disclosure of information about impending developments or matters in the course of negotiation if the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company.
- 32.9 Nothing requires the disclosure of information about a person if the disclosure would, in the opinion of the directors, be seriously prejudicial to that person and contrary to the public interest.
- 32.10 The President's report must contain a statement to the effect that, in the case of each of the persons who are directors at the time the report is approved
- a) so far as the President is aware, there is no relevant audit information of which the company's auditor is unaware, and
- b) he or she has taken all the steps that he ought to have taken as President in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information. "Relevant audit information" means information needed by the company's auditor in connection with preparing his report.
- 32.11 The President of EKF is regarded as having taken all the steps that he ought to have taken as a director in order to do the things mentioned in subsection 32.10 (b) if he or she has
- a) made such enquiries of his or her fellow directors and of the company's auditors for that purpose, and
- b) taken such other steps (if any) for that purpose, as are required by his duty as President of the Board to exercise reasonable care, skill and diligence.
- 32.12 The President's report must be approved by and signed on behalf of the Board by the President, a director or the secretary of the company.
- 32.13 it must contain a statement to that effect in a prominent position above the signature.

ART.33- DUTY TO CIRCULATE COPIES OF ANNUAL ACCOUNTS AND REPORTS

- 33.1 EKF must send a copy of its annual accounts and reports for each financial year to
- a) every member of the company
- b) every person who is entitled to receive notice of general meetings.
- 33.2 Copies need not be sent to a person for whom EKF does not have a current address.
- 33.3 EKF has a "current address" for a person if
- a) an address has been notified to the company by the person as one at which documents may be sent to him or her, and
- b) EKF has no reason to believe that documents sent to him at that address will not reach him.
- 33.4 EKF must comply with 33.1 not later than

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- a) the end of the period for filing accounts and reports, or
 - b) if earlier, the date on which it actually delivers its accounts and reports to the registrar.
- 33.5 A member of EKF is entitled to be provided, on demand, within 7 days and without charge, with a copy of
- a) the company's last annual accounts,
 - b) the last directors' report, and
 - c) the auditor's report on those accounts (including the statement on that report).
- 33.6 The entitlement under this article is to a single copy of those documents, but that is in addition to any copy to which a person may be entitled under section 33.1

ART.34- FILING OF ACCOUNTS AND REPORTS

- 34.1 The directors of EKF must deliver to the registrar for each financial year the accounts and reports required by nine months after the end of the relevant accounting reference period.
- 34.2 The directors of EKF must deliver to the registrar for each financial year of the company a copy of
- a) the company's annual accounts, and
 - b) the President's report.
- 34.3 The directors of EKF must also deliver to the registrar a copy of the auditor's report on those accounts (and the President's report).
- 34.4 The copies of the balance sheet and President's report delivered to the registrar under this section must state the name of the person who signed it on behalf of the board.
- 34.5 The copy of the auditor's report delivered to the registrar under this section must
- a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
 - b) if the conditions in section 506 of Companies Act 2006 (circumstances in which names may be omitted) are met, state that a resolution has been passed and notified to the Secretary of State in accordance with that section.

ART.35- REVISION OF DEFECTIVE ACCOUNTS AND REPORTS

- 35.1 If it appears to the directors of a company that
- a) the company's annual accounts, or
 - b) the President's report
- did not comply with the requirements of Companies Act 2006 they may prepare revised accounts or a revised report or statement.
- 35.2 Where copies of the previous accounts or report have been sent out to members or delivered to the registrar the revisions must be confined to
- a) the correction of those respects in which the previous accounts or report did not comply with the requirements of Companies Act 2006 and
 - b) the making of any necessary consequential alterations.

ART.36- RIGHT OF MEMBERS TO REQUIRE AUDIT

- 36.1 The members of a company that would otherwise be entitled to exemption from audit under any of the provisions mentioned in section 475(1)(a) of Companies Act 2006 may by notice under this section require it to obtain an audit of its accounts for a financial year.
- 36.2 The notice must be given by members representing not less than 10% in number of the members of EKF.
- 36.3 The notice may not be given before the financial year to which it relates and must be given not later than one month before the end of that year.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

ART.37- AUDITORS

- 37.1 An auditor or auditors must be appointed for each financial year of the company
- 37.2 For each financial year for which an auditor or auditors is or are to be appointed the appointment must be made before the end of the period of 28 days beginning with
- a) the end of the time allowed for sending out copies of the EKF's annual accounts and reports for the previous financial year, or
 - b) if earlier, the day on which copies of the EKF's annual accounts and reports for the previous financial year are sent out under ART.33
- 37.3 The directors may appoint an auditor or auditors of the company
- 37.4 The members may appoint an auditor or auditors by ordinary resolution
- a) during a period for appointing auditors,
 - b) if EKF should have appointed an auditor or auditors during a period for appointing auditors but failed to do so, or
 - c) where the directors of EKF failed to make an appointment.
- 37.5 An auditor or auditors of a private company may only be appointed in accordance with this section, or in accordance with section 486 of the Companies Act 2006 (default power of Secretary of State).
- 37.6 This is without prejudice to any deemed re-appointment under section 37.8.
- 37.7 An auditor or auditors of a private company hold office in accordance with the terms of their appointment, subject to the requirements that
- a) they do not take office until any previous auditor or auditors cease to hold office, and
 - b) they cease to hold office at the end of the next period for appointing auditors unless re-appointed.
- 37.8 Where no auditor has been appointed by the end of the next period for appointing auditors, any auditor in office immediately before that time is deemed to be re-appointed at that time, unless
- a) he was appointed by the directors, or
 - b) the company's articles require actual re-appointment, or
 - c) the deemed re-appointment is prevented by the members under section 488 of the Companies Act 2006, or
 - d) the members have resolved that he should not be re-appointed, or
 - e) the directors have resolved that no auditor or auditors should be appointed for the financial year in question.
- 37.9 This is without prejudice to the provisions of this Article as to removal and resignation of auditors.
- 37.10 No account shall be taken of any loss of the opportunity of deemed reappointment under this article in ascertaining the amount of any compensation or damages payable to an auditor on his ceasing to hold office for any reason.
- 37.11 An auditor of EKF is not deemed to be re-appointed under 37.8 if EKF has received notices under this section from members representing at least the requisite percentage of the total voting rights of all members who would be entitled to vote on a resolution that the auditor should not be re-appointed.
- 37.12 The "requisite percentage" is 10%.
- 37.13 A notice under this section
- a) may be in hard copy or electronic form,
 - b) must be authenticated by the person or persons giving it, and
 - c) must be received by the company before the end of the accounting reference period immediately preceding the time when the deemed reappointment would have effect.
- 37.14 The remuneration of an auditor appointed by the members of a company must be fixed by the members by ordinary resolution or in such manner as the members may by ordinary resolution determine.
- 37.15 The remuneration of an auditor appointed by the directors of a company must be fixed by the directors.
- 37.16 For the purposes of this section "remuneration" includes sums paid in respect of expenses.
- 37.17 This section applies in relation to benefits in kind as to payments of money.

ART.38- AUDITORS REPORT

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 38.1 An EKF auditor must make a report to the EKF members on all annual accounts of the EKF of which copies are to be sent out to members during his or her tenure of office.
- 38.2 The auditor's report must include
- a) an introduction identifying the annual accounts that are the subject of the audit and the financial reporting framework that has been applied in their preparation, and
 - b) a description of the scope of the audit identifying the auditing standards in accordance with which the audit was conducted.
- 38.3 The report must state clearly whether, in the auditor's opinion, the annual accounts
- a) give a true and fair view
 - (i) in the case of an individual balance sheet, of the state of affairs of the company as at the end of the financial year,
 - (ii) in the case of an individual profit and loss account, of the profit or loss of the company for the financial year,
 - b) have been properly prepared in accordance with the relevant financial reporting framework; and
 - c) have been prepared in accordance with the requirements of Companies Act 2006
- 38.4 The auditor's report
- a) must be unqualified and
 - b) must include a reference to any matters to which the auditor wishes to draw attention by way of emphasis without qualifying the report.
- 38.5 The auditor must state in his or her report on the company's annual accounts whether in his opinion the information given in the EKF President's report for the financial year for which the accounts are prepared is consistent with those accounts.
- 38.6 The EKF auditor, in preparing his report, must carry out such investigations as will enable him or her to form an opinion as to
- a) whether adequate accounting records have been kept by the company
 - b) whether the EKF's individual accounts are in agreement with the accounting records
- 38.7 If the auditor is of the opinion
- a) that adequate accounting records have not been kept
 - b) that the EKF's individual accounts are not in agreement with the accounting records and returns
- the auditor shall state that fact in his report.
- 38.8 If the auditor fails to obtain all the information and explanations which, to the best of his or her knowledge and belief, are necessary for the purposes of his audit, he or she shall state that fact in his or her report.
- 38.9 If the requirements of regulations under section 412 of the Companies Act 2006 (disclosure of directors' benefits: remuneration) are not complied with in the annual accounts the auditor must include in his or her report, so far as he is reasonably able to do so, a statement giving the required particulars.
- 38.10 An auditor of a company
- a) has a right of access at all times to the company's books, accounts and vouchers (in whatever form they are held), and
 - b) may require any of the following persons to provide him or her with such information or explanations as he or she thinks necessary for the performance of his or her duties as auditor.
- 38.11 Those persons are
- a) any officer or employee of the company;
 - b) any person holding or accountable for any of the company's books, accounts or vouchers;
 - c) any person who fell within any of paragraphs (a) to (b) at a time to which the information or explanations required by the auditor relates or relate.
- 38.12 In relation to a written resolution proposed to be agreed to by EKF, the company's auditor is entitled to receive all such communications relating to the resolution as, by virtue of any provision of Chapter 2 of Part 13 of Companies Act 2006, are required to be supplied to a member of the company.
- 38.13 EKF's auditor is entitled
- a) to receive all notices of, and other communications relating to, any general meeting which a member of the company is entitled to receive,
 - b) to attend any general meeting of the company, and
 - c) to be heard at any general meeting which he attends on any part of the business of the meeting which concerns him as auditor.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

- 38.14 Where the auditor is a firm, the right to attend or be heard at a meeting is exercisable by an individual authorised by the firm in writing to act as its representative at the meeting.
- 38.15 The auditor's report must state the name of the auditor and be signed and dated.
- 38.16 Where the auditor is an individual, the report must be signed by him or her.
- 38.17 Where the auditor is a firm, the report must be signed by the senior statutory auditor in his or her own name, for and on behalf of the auditor.

ART.39- COMMITTEES

- 39.1 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.
- 39.2 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.

ART. 40- PERMANENT COMMISSIONS

- 40.1 Without prejudice of what contained in ART. 17.6, there will in principle be the following Permanent Commissions:
- a) Anti Doping Commission
 - b) Athletes Commission
 - c) Disciplinary and Legal Commission
 - d) Equity Commission
 - e) Organisation Commission
 - f) Refereeing Commission
 - g) Technical Commission

ART. 41- RULES AND REGULATIONS

- 41.1 The EKF Board in order to achieve the aims of the EKF, shall issue all the Rules and Regulations.
- 41.2 The Permanent Commissions shall help to prepare the Rules and Regulations in their own sphere of activity.
- 41.3 All Rules and Regulations must conform to the principles of these Statutes.

ART. 42- HONORARY PRESIDENT AND HONORARY MEMBERS

- 42.1 Based upon a proposal of the EKF Board, the members shall be entitled to elect the Honorary Presidents and the Honorary Members by acclamation at the members meeting. They shall be chosen among members who, with selfless commitment, have made a significant contribution to the spread of Karate in England and acquired special merits within the EKF. The Honorary President(s) and Honorary Member(s) are elected without time limitation. Their nomination may be reconsidered by the Congress upon proposal of the EKF Board or the Disciplinary and Legal Commission by a 2/3 (two thirds) majority vote.
- 42.2 It is not possible to have more than 2 (two) Honorary Presidents at the same time, except in the case of an outgoing President being elected Honorary President.
- 42.3 The Honorary President(s) and Honorary Members shall make up the EKF Honorary Board.

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

ART. 43- DAN GRADES

43.1 The EKF shall recognise and award Dan Grades in accordance with the relative Regulations.

ART. 44- PRINCIPLES OF SPORTING JUSTICE

- 44.1 The EKF will have a Disciplinary and Legal Commission (DLC). The right of defence and contradiction will be granted.
- 44.2 Any dispute arising from the application or interpretation of the EKF Statutes will be settled exclusively and finally by a Tribunal formed by the DLC following its Rules.
- 44.3 The Member Associations are responsible before the EKF of the actions of the associations, clubs and individuals that belong to them, as well as of the compliance of all their components with the Statutes of the EKF.
- 44.4 A Member Association may be excluded from the EKF for one of the following reasons:
- a) By majority decision of the members at a members meeting;
 - b) For omission of payment of the membership fees for 1 (one) year. In this case the EKF Board may take the decision;
 - c) By decision of the DLC, in accordance with the findings of any Disciplinary Tribunal.
- 44.5 Member Associations who have not paid their outstanding fees and whatever other amounts due to the EKF by the required date may be suspended by the EKF Executive Board as full rights members and from all national and international activities until complete payment of all amounts due is made. Only the EKF Executive Board will be able to authorise exceptions or postponements, these exceptions or postponements not affecting the full applicability of Articles 17.1 and 19.21.
- 44.6 Member Associations whose payments are not completely made at the date fixed by the AGM/EGM may be authorised by the EKF Board to attend the AGM/EGM but will not have the rights to intervene nor to vote.
- 44.7 Whether a Member Association shall leave the EKF through expulsion or resignation or any other reason, it shall remain liable to the EKF for all amounts due and must fulfil its duties and obligations to the EKF.
- 44.8 If a Member Association, the members that form that Member Association or an individual member of that Member Association contravenes the statutes of the EKF, or for any reason of discipline, the EKF may restrain or suspend the activities of this association or individual member, in accordance with the EKF Statutes and the Disciplinary Rules. Any disciplinary decision taken by the EKF must also be applied inside the corresponding Member Association.
- 44.9 The EKF expressly prohibits their Member Associations, and their components, from the double affiliation with any Karate organisation as it may be determined by the EKF Executive Committee to be a dissenting organisation.
Member Associations and their members are prohibited from having sporting relationships with these dissenting organisations and with organisations not recognised by the EKF, or with an association of the EKF which Member Association is suspended due to non payment of fees or for disciplinary reasons.
- 44.10 The Disciplinary and Legal Commission may take disciplinary actions against associations and physical persons.
- 44.11 The amnesties, pardons and remissions given can be specific, partial or of an absolutely general nature.
- 44.12 Affiliated members and individuals shall commit themselves to accept no authority other than the one of the EKF. An appeal before the Court of Arbitration for Sport is only possible after having exhausted all the internal resources foreseen in the EKF Statutes and Disciplinary Rules.

ART. 45- AMMENDMENTS TO THE STATUTES

45.1 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

**ENGLISH KARATE FEDERATION
ARTICLES OF ASSOCIATION**

must be presented to the EKF Executive Board by at least 50% + 1 (half plus one) of all affiliated Member Associations having voting rights.

- 45.2 The EKF Board shall call the relevant Extraordinary General Meeting in compliance with the terms and procedures as set forth herein.
- 45.3 Proposals to amend these Statutes must be approved by at least 75% (three quarters) of the affiliated Member Associations having voting rights that are present at the EGM meeting.
- 45.4 Changes in these Statutes become provisionally effective upon approval of the EKF Board and finally upon ratification by the members at the subsequent members meeting.
- 45.5 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 members meeting.

ART. 46- DISSOLUTION

- 46.1 The proposal to dissolve the EKF must be presented to the EKF Board by at least 4/5 (four fifths) of the affiliated Member Associations having voting rights.
- 46.2 The EKF Executive Board shall call the relative Extraordinary General Meeting in compliance with the terms and procedures as set forth herein.
- 46.3 The proposal to dissolve the EKF must be decided by the members at the EGM with a majority of at least 4/5 (four-fifths) of the votes of the affiliated Member Associations having voting rights.
- 46.4 All members (once member has been defined) should have equal shares in any liquidated assets. As each member is equally liable for the debts of the company they should also receive an equal share of any assets.

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.
- 3) For the present EKF Executive Board and Commission members that at the point in time of the members meeting where ART. 17.6 is approved have reached the age limit established in the above mentioned Article, a 4 (four) year extension will be granted for the EKF Board members as well for the Commission members.