

World Karate-Do Alliance (WKA)

Statutes



2013/345	"WORLD KARATE-DO ALLIANCE" in short: "WKA" International Non-Profit Federation Constitution
Collaborator EW File	

OBSERVATION

This is a newly established Company with Registration Number C98739 in Malta.

STATUTES

TITLE I - NAME - HEAD OFFICE

Article 1

The federation is established in the form of an entity with legal personality and, more specifically, in the form of an international profit federation.

The federation is called "WORLD KARATE-DO ALLIANCE" in short: "WKA".

This name must appear on all the acts and other documents emanating from the federation, which could immediately precede, or followed by the words "International Federation" or the abbreviation "IF", accompanied by the precise mention of the purpose.

Article 2

The head office is located at DB Centre, Triq Il-Ballut, Mosta, MST 4000, Malta.

The Board of Directors has the power to move the head office to any other location in Malta and/or the European region and to carry out the required publication procedures in the Special Annex of the Maltese Official Journal. The General Assembly ratifies the amendment of the seat in the statutes at its next first meeting.

TITLE II - AIM

Article 3

The federation aims to promote and regulate Karate/ Martial Arts at the educational, moral, and sporting level to ensure and contribute to the education and consolidate the psychophysical integrity of the associates. As a result, the "WKA" will engage in all appropriate activities and initiatives to achieve the intended objectives.

In particular, the "WKA" proposes:

- to promote, disseminate, and organize the discipline of Karate and/or Martial Art by making its access and practice available to all social groups with educational, cultural, and recreational objectives.
- support, coordinate, and facilitate the formation and development of federations and associations, by promoting and safeguarding the implementation and practice of Karate/ Martial Art related to technical and organizational aspects and including also the need to improve the quality of life through composure, and physical, moral, and intellectual well-being.
- to stimulate involvement to promote Karate/ Martial Art activities in terms of recovery for persons with physical disabilities as well as for the elderly.

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- to pursue educational criteria, in harmony with the programs of the Ministry of Education for schools of each order and level with a special reference to the very young.
- to organize non-profit vocational training courses.

The federation may also develop all activities that contribute directly or indirectly to the achievement of the aforementioned non-profit purposes, including, within the limits permitted by law, of commercial and profitable ancillary activities, the proceeds of which will always be used entirely to achieve the aims of the said non-profit.

TITLE III - MEMBERS

Article 4

3 Founding Members (Board of Directors)

Mrs. Lucienne Galea
Mr. Orang Ranjbar
Mr. Chris Galea

Founding members will keep their place in Executive Board at every election.

The federation is made up of

- Full Members.
- Provisional Members.

The minimum number of full members cannot be less than five. The founders are the first members of the federation.

Only the full members enjoy the fullness of the rights granted to members by law and the present statutes.

1. The WKA members are made up of founding members and affiliated federations. Additionally, WKA federal cardholders who perform a specific task assigned by the WKA administrators will also be considered members of the WKA.
2. The WKA-ExBo (Executive Board) will consult with already affiliated countries, in the case of nations for which the WKA has already recognized three or more national bodies with full membership, before formally recognizing other bodies and, utilizing a detailed request for information, will analyze whether the relationships between the federations already affiliated with the WKA and the new candidate member are good or whether the reports are not likely to cause serious inconvenience at the level of acquired rights for the statutory member countries of the WKA. The WKA-ExBo will analyze the membership or the rejection of the candidate member based on the information obtained.
3. Affiliated federations, as well as all the members, will be invited to accept the statutes, regulations, and all decisions, provisions, and resolutions of the competent bodies of the confederation, without reservation, and therefore all its effects and objectives.
4. All provisions, resolutions, and decisions adopted by the relevant bodies will have their full effect and will be considered final within the framework of the confederation's regulations, in relation to the affiliated federations and therefore to the groups that are members of the WKA.
5. Any action to evade the regulations cited in paragraphs 3 and 4 of this article, will result in the expulsion of the WKA organization and the affiliated federation/s, for whatever reason, and will therefore represent a serious ground for exclusion, in accordance with international law of sport.

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6. Non-profit federations and associations governed by a management body duly elected by the members' assembly based on regulations of democratically organised statutes, in accordance with the regulations of international laws, may be members of the WKA.
7. Federations intending to participate in activities organized by the WKA must join, in accordance with the terms, conditions, and procedures established by the regulations. The federations cease to be members of the WKA by resignation, duly decided by their own management body, following the termination of the renewal of their affiliation, except in the case of reaffiliation or else those that have been excluded for serious reasons.

Article 5

A full member is any person and/or organisation who is approved as such by the Executive Board's ruling by a simple majority of votes.

A provisional member is any person and/or organisation who joins the Federation.

Article 6

The admissions of new members are decided sovereignly by the Executive Board.

Anyone and/or organisation who wishes to become a member of the federation must submit a written request to the Executive Board by the way of completing and submitting the WKA online application form.

Article 7

Full member and provisional members are free to withdraw from WKA at any time by submitting their resignation in writing to the President of the federation.

The full member or provisional member who does not pay the membership fee due within the month of receiving the reminder by ordinary letter may be deemed to have resigned by the Executive Board.

The expulsion of a full member or provisional member can only be pronounced by the general assembly by secret ballot and by a two-thirds majority of the votes of those present or represented.

It may be imposed on anyone who has committed a serious violation of the statutes or laws.

The full member whose expulsion is proposed, has the right to be heard.

The Executive Board may suspend, until the decision of the general assembly, the members who have committed serious violations of the statutes or laws.

Suspension and expulsion are notified to the person by email and/or registered mail.

The status of full or provisional member is automatically lost by death or, if it is a legal entity, by dissolution, merger, split, nullity, or bankruptcy.

Article 8

The member who resigns, is suspended or expelled, as well as the heirs or those holding rights of the deceased member, have no right to the social fund.

They cannot claim or request, neither a statement of account, nor the rendering of accounts, nor affixing of seals, nor inventories, nor the reimbursement of membership fees paid.

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They must return to the WKA all the assets of the federation which would be in their possession within a fortnight of their resignation, suspension, or expulsion.

Article 9

The federation maintains a register of full members in accordance with the provisions of the law.

TITLE IV – MEMBERSHIP FEES

Article 10

The financial aspects are administratively controlled within the limits of the accounts report duly approved by the Steering Committee (founding members).

Revenues are provided - under the control of the said Steering Committee - by the membership fees and contributions, by the revenues from events organized at an international level, contributions received from third parties, and income from all institutional activities.

Central and surrounding bodies will have the duty to limit expenditures based on the status of the accounts that have been approved.

TITLE V - GENERAL ASSEMBLIES

Article 11

The general assembly is made up of all the full members of the WKA.

It is chaired by the President, or in his absence, by the General Secretary, or by the Vice-President, or by the oldest of the directors present.

Article 12

The general assembly determines the general policy of the WKA. It has the powers expressly recognized by law or by these statutes.

In particular, its competence is reserved to:

- the amendment of statutes.
- the appointment and removal of directors.
- if necessary the appointment and dismissal of the commissioners and the setting of their remuneration in the event that it is awarded to them.
- the discharge to be granted to directors and commissioners.
- the dissolution of the association.
- the expulsion of a member.
- the transformation of the WKA into a society with a social purpose.
- in all other cases where the statutes so require.

General Assemblies

The regular general meeting will be held on the occasion of the WKA world championships, at the place indicated on the summons.

The summons must be sent at least sixty calendar days before the date of the general assembly to all the full members, by regular email to the address that the full member has communicated to the general secretary for this purpose.

The general meeting is convened by the decision of the Executive Board.

The agenda is mentioned in the summons. Any proposal signed by one-fifth of the full members must be on the agenda.

An extraordinary general meeting must be convened at the request of three members of the Executive Board or when at least one-fifth of the full members request it. Each meeting will be held on the day, time, and place mentioned in the summons. All full members must be summoned.

Each full member has the right to attend the meeting. He or she may be represented by an agent who must be a full member and who can only hold two proxies. All power of attorney must be given in writing.

Right to vote

All full members have equal voting rights at the general assembly, each holding one vote.

Majority representation

Resolutions are taken by an absolute majority of the votes present or represented, except in the case where it is decided otherwise by law or by the present statutes.

Void, white votes, as well as abstentions, are not taken into account when calculating majorities.

In the event of parity of votes, the President's vote is decisive.

The decisions of the General Assembly may be taken by consent of the members expressed in writing according to the terms described in an internal regulation.

The General Assembly can only validly deliberate on the amendments to the statutes if it reaches the quorum of two-thirds of the full members, whether they are present or represented.

If two-thirds of the full members are not present or represented at the first meeting, a second meeting may be convened, which may validly deliberate and adopt the amendments to the following majorities, regardless of the number of members present or represented. The resolution is deemed to be accepted if it is approved by two-thirds of the votes of the full members present or represented.

Where the amendment relates to the aim or aims for which the WKA is constituted, it can only be adopted by a

majority of four/fifths of the votes of the full members present or represented.

Minutes

The decisions of the General Assembly are recorded in minutes signed by the President and the General Secretary.

These minutes are kept at the head office where all full members can read them. Full members, as well as third parties justifying an interest, appreciated sovereignly and without any other motivation by the Executive Board, may request excerpts of these minutes, signed by the President of the Executive Board.

TITLE VI - ADMINISTRATION & REPRESENTATION

Article 14

WKA is administered by the Executive Board made up of at least three executives, members of the federation or not.

In any case, the number of executives will always be less than the number of full members of the federation.

If the WKA only has the legal minimum number of three full members, the Executive Board may consist of two executives. On the day that a fourth full member is accepted, an (extra)ordinary general meeting will proceed to appoint a third executive and so on.

The Executive Board is initially appointed by the Board of Directors for a term of four years. After the initial four-year term, the Executive Board members are appointed by the means of election by the general meeting for another term of four years, and revocable at any time by the same. They are eligible for re-election.

Until the general meeting has renewed the Executive Board at the end of the executives' term of office, they continue to carry out their duties pending the decision of the general meeting.

Their term of office expires only by death, resignation, or revocation.

In this case, the executive or his successor is required to return the WKA's assets that would be in their possession within one month from the date of termination of office.

Resignation is made by sending a registered letter to the President of the Executive Board. The latter will complete the publicity formalities required by law within the month.

Outgoing directors are eligible for re-election.

Meetings - Deliberation & Decision

The Executive Board appoints a President and may appoint several Vice-Presidents, a Treasurer, and a Secretary among its members.

In the absence of the President, his duties are exercised by the general secretary and failing that by the oldest of the directors present.

The Executive Board meets by the invitation of the President or two founding members.

The invitation to the Executive Board is sent by secure email or regular mail at least fifteen days before the date set for the Board meeting.

It contains the agenda.

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It can only rule if the majority of its members are present or represented.

Its decisions are taken by an absolute majority of the voters present or represented, the vote of the President or that of his replacement being, in the event of a tie, is decisive.

Decisions are recorded in a register of minutes signed by the President and the general secretary. This register can be consulted by the full members, who exercise their right to consult in accordance with the terms set out in the law.

Internal Administration - Restrictions

The Executive Board has the power to establish all acts of internal administration that are necessary or useful to the achievement of the WKA's aim, with the exception of those which fall within the exclusive jurisdiction of the general assembly, in accordance with the provisions of the law.

Notwithstanding the obligations that emanate from the collegial administration, namely the consultation and control, the executives may share the administrative tasks. Such sharing of tasks may be not binding on third parties, even if it is published. However, in the event of non-compliance, the internal liability of the executive or executives concerned is incurred.

The Executive Board may delegate a portion of its administrative powers to one or more non-executive third parties, without this delegation being able to relate to the general policy of the federation or the general administrative competence of the Executive Board.

Executives cannot make decisions regarding the purchase, the sale of properties of the WKA, or their mortgage, without the authorization of the Board of Directors. These restrictions on their powers are not binding on third parties, even if they have been published. However, if they are not respected, the internal responsibility of the executive or executives concerned is incurred.

External Power of Representation

The Executive Board represents the WKA collegially, in all judicial and extrajudicial acts. It represents the federation by the majority of its members.

Without prejudice to the board's power of collective representation, the WKA can also be represented in general in judicial and extrajudicial acts by a single director, acting individually.

The Executive Board or the executives who represent the federation may appoint proxies of the WKA. Only specific mandataries and limited to a specific legal act or a set of specific legal acts are permitted. The mandataries bind the federation, within the limits of the power of attorney granted to them, which are binding on third parties in accordance with the legal provisions in relation to the mandate.

Advertising obligation

The appointment and termination of duties of the members of the Executive Board and the persons entitled to represent the federation are made by deposit in the federation file of the Registry of the Commercial Court and published, by extract, in the Special Appendix at the Maltese Monitor. In any case, these documents must show whether the persons representing the WKA are committed, each separately, jointly, or collectively, and specify the extent of their powers.

Day-to-day management

The day-to-day management of the federation at the internal level, as well as the external representation in rela-

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tion to this day-to-day management, may be delegated by the Executive Board to one or more persons. If this possibility is used, it should be specified whether these persons can act individually or jointly or collectively and this, both with regard to the internal day-to-day management and with respect to the external power of representation in this day-to-day management.

Are considered as day-to-day management activities, all day-to-day operations that must be carried out on a day-to-day basis to ensure the normal functioning of the WKA and which, due to their lesser importance or the need to make a prompt decision, do not require or render the intervention of the Executive Board desirable.

The appointment and termination of duties of the persons in charge of the day-to-day management are made by deposit in the WKA file of the Registry of the Commercial Court, and published by extract, in the Special Appendix at the Maltese Monitor. In any case, these documents must show whether the persons who represent the WKA, in terms of day-to-day management, are committed, each separately, jointly, or collectively, and specify the extent of their powers.

Responsibility

The Executives and persons delegated to the day-to-day management are not personally bound by the WKA's commitments.

To the WKA and third parties, their commitment is limited to the fulfilment of their mission in accordance with the common law, the provisions of the law, and the provisions of the statutes. They are also responsible for the failures of their day-to-day management.

Article 15 – Supervision by a Commissioner

As long as the WKA does not exceed, for the last financial year ended, the amounts limited by the provisions of the law, it does not have the obligation to appoint a commissioner.

As soon as the WKA exceeds the limited amounts, the control of the financial situation, annual accounts, and regularity of transactions that must appear is entrusted to a commissioner, who must be appointed by the general assembly among the members of the Institute of Business Reviewers for a three-year term. The Commissioner's remuneration is also set by the general assembly.

TITLE VII - ORGANISATIONS OF THE INTERNATIONAL NON-PROFIT WKA

Article 18

It will be the subject, if any, of the internal regulation.

TITLE VIII - FINANCING & ACCOUNTING

Article 19 - Financing

The WKA will be financed, among other things, by grants, allowances, donations, contributions, bequests, and other testamentary dispositions and last will provisions, obtained both to support the general aims of the WKA and to support a specific project.

The WKA can also raise funds in any other legal way.

Article 20 - Accounting

The social exercise begins on January 1 and ends on December 31.

Accounting is conducted in accordance with the law on non-profit organisations.

The annual accounts are filed in the file held at the Registry of the Commercial Court, in accordance with the law and its execution orders. If necessary, the annual accounts are also filed with the NATIONAL BANK OF BELGIUM, Balance Sheet Centre.

The Board of Directors submits the annual accounts for the previous social year, as well as a budget proposal, for approval by the general assembly.

Transitional Arrangements

For the accounting of “small” associations, the Royal Order of June 26, 2013, relating to simplified accounting, will be applicable.

For the “big” associations, the Royal Order of 19 December 2003, relating to accounting obligations and the advertising of annual accounts, will apply.

TITLE IX - DISSOLUTION

The General Assembly will be convened to consider proposals for dissolution tabled by the Board of Directors or by a minimum of one-fifth of all the members. The convening and the agenda are carried out in accordance with the law.

The deliberation and the decision in relation to the dissolution respect the quorum and the majority required for an amendment of the aim. From the moment of a decision of dissolution, the WKA will always mention that it is a WKA in dissolution.

If the dissolution proposal is adopted, the general assembly appoints one or more liquidators and will lay down the latter's mission.

In the event of dissolution and liquidation, the general assembly decides on the allocation that should be given to the WKA's assets.

All decisions relating to the dissolution, to the conditions of liquidation, to the appointment and termination of duties of liquidators, to the completion of the liquidation and the allocation of assets must be filed at the Registry of the Commercial Court and published, by extract, in the Special Appendix at the Belgian Monitor, according to the provisions of the law.

Common law

Anything not explicitly provided for in these statutes is regulated by the legal provisions, of which the laws of 27 June 1921 and 2 May 2002 and their various enforcement orders, governing international non-profit associations.

The statutes have been communicated to the Minister who has justice in these powers with the request for the granting of legal personality and the approval of statutes.