

The Official Constitution of
the
**Society Of Martial Arts – Australia
(Inc)**
(SOMA)



SOMA Motto: *“United we grow stronger.”*

This is the annexure marked 'A' referred to in the Statutory Declaration of Mr Barrie Revell made on
the day of..... 2013 before me

[Justice of the Peace]

PRINT DATE: 12 November 2013 (v5.4)

SOMA was officially incorporated in Adelaide, South Australia on 5 November 2013 – Certificate Number: # A41977

Mission Statement of SOMA

The mission of SOMA is to further the study and practice of Martial Arts without prejudice towards race, colour, gender, sexual preference, political or religious beliefs.

The society only requires that its members be genuine, want to advance in their art, be persons of good repute and engage in harmonious relationships with other martial artists.

SOMA provides membership to both traditional and eclectic styles of Martial Arts.

Special Message to Intending Members of SOMA

All intending members of SOMA should read a copy of this “**Constitution**” to familiarize themselves with the **rules and requirements of membership**.

Intending members should also avail themselves of the publication called: “**Membership Information**” which outlines the **objectives, benefits, costs and other important information** concerning SOMA.

SOMA does not interfere with the running or internal decisions made by its constituent members. It exists solely for the betterment of martial artists and martial arts clubs.

SOMA is NOT a vehicle to be used for the advancement of rank or title. Ranks and titles can be awarded by SOMA after prospective members have served at least one year of membership.

Under the auspices of **General Requirements for the Promotion of Rank of Members**” SOMA may award ranks and titles. This publication is held in custody by the President of SOMA.

Brief History of SOMA

The Society Of Martial Arts (SOMA) was borne from the abandonment of the majority of members of the Australian Martial Arts Association (AMAA) which was created in 1980 and incorporated in South Australia in 1982 mainly through the efforts of William (Bill) Vaughan (1931 – 2005). After 33 years the AMAA was abandoned by the majority of its members because it had become stale and some members refused to move forward in mutual co-operation. SOMA is a non-profit organisation set up to serve its membership.

SOMA is non-political and a non-profit organisation. It is sanctioned by the Australian Boxing and Martial Arts Commission.

Tribute to Grand Master Bill Vaughan

Grand Master Bill Vaughan was not only a founder of the AMAA but he was also elected to serve as its first President – a position he held for twenty five years from its inception to his untimely death in 2005.

Bill was born in 1931 in Walsall, Staffordshire, England. Bill's principal instructors were Shihan Jim Hipkiss of Daito Ryu Aiki Bujutsu, Sifu Ah Fat who taught him Chuan Fa Kung Fu and the legendary teachers Amos "Moss" Hollis of Shotokan Karate and Sosai Mas Oyama of Kyokushinkai Karate.

In 1975 Grand Master Bill Vaughan founded his own style of Zenbukan karate which means "the complete way." Grand Master Vaughan attained his 10th Dan in the year 2001 on his 70th birthday. He was the first 10th Dan of the AMAA. His knowledge survives through his most senior student, Barrie Revell, Hanshi (now also 10th Dan), who assumed the mantle of President of the AMAA after Grand Master Vaughan's passing. Revell Hanshi now leads SOMA.

The members of SOMA are forever grateful to the knowledge, talent and leadership of Grand Master Bill Vaughan without whom many martial artists would not be in the positions that they are today.



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The Official Constitution of the

Society Of Martial Arts – Australia (Inc)

(SOMA)

RULE 1.0 - Name:

1.1 The name of this body shall be the **Society Of Martial Arts (Australia)** and it shall hereafter be referred to as **SOMA**.

RULE 2.0 - Logo:

2.1 The SOMA logo will be the image depicted on the front cover of this constitution, which is the official badge of SOMA. An alternate logo can be seen on page 13 at the end of this Constitution.

RULE 3.0 - Objectives of SOMA:

3.1 To promote interest in Martial Arts and to assist members and potential members in advancing their art and ability.

3.2 To promote and arrange functions, activities and (subject to the law relating thereto) raffles, lotteries, sweepstakes and the like for the raising of funds for the above mentioned purposes.

3.3 To do all legal things and acts conducive to the furtherance of the objects and interests of SOMA.

RULE 4.0 - Membership of SOMA:

4.1 Any person of good character who is interested in, and wants to further, the objects and interests of SOMA shall be eligible to become an Ordinary Member subject to investigation and final approval by the committee of SOMA which can approve or reject an application based on its knowledge or findings.

4.2 An application to join SOMA will be on the approved "Application to Join SOMA" form which is attached as Appendix 1 of this constitution. Such application must be accompanied by the prescribed fee to join and annual fee.

4.3 The annual membership fee for all classes of membership shall be determined at the Annual General meeting each year.

4.4 Persons under the age of 18 years shall be eligible to join as Junior Members at such special fee as shall be determined but they shall not be

entitled to hold office, or vote or take part in business procedure at meetings of SOMA.

4.5 A properly constituted Annual General Meeting or Special General Meeting may appoint any person as an Honorary Member or Honorary Life Member of SOMA in recognition of services rendered in promoting the interests and objects of SOMA.

4.6 The founding members of SOMA will be known as Founding Members.

4.7 The inaugural members of SOMA will be known as Inaugural Members.

4.8 Any member may resign from SOMA and such resignation must be in writing and forwarded to the Secretary of SOMA.

4.9 Upon any person ceasing to be a member of SOMA for any reason whatsoever he/she shall not be entitled to the return of his/her membership subscription or any portion thereof.

4.10 All members will be recorded into a Membership Register which will list the member's name, type (eg Founding, Inaugural, Ordinary, Life etc), organisation, address, other contact details, rank, starting membership date and financial status. This register will be maintained by the Secretary of SOMA.

RULE 5.0 - Committee:

5.1 The business and affairs of SOMA shall be under the management and control of an elected Committee (also known as the "Board") provided, however, that except in the case of extreme urgency, the Committee shall not take any action or resolution contrary to decisions made at a General Meeting.

5.2 The Committee may, subject to the decisions made at General Meetings, exercise all the powers of SOMA and do such acts and things as may be done by SOMA or which it considers necessary or expedient to carry out the objects of SOMA.

5.3 The Committee shall consist of:

- 5.3.1** President (who also acts as Chairperson),
- 5.3.2** Vice President (who also acts as Deputy Chairperson),
- 5.3.3** Secretary,
- 5.3.4** Treasurer,
- 5.3.5** Public Officer,
- 5.3.6** Executive Officer

(hereinafter called the office-bearers) plus four (4) other members of SOMA, elected at the Annual General Meeting or as otherwise provided herein.

5.4 All office-bearers, where possible, should be financial members in good standing for a period of five (5) or more years with SOMA or its predecessor (the AMAA).

5.5 The four (4) other members of SOMA (as mentioned in 5.3 above), where possible, should be financial members in good standing for a period of not less than 1 year.

5.6 All members of the Committee must be financial members of SOMA.

5.7 Should any vacancy occur, in the Committee or office-bearers of SOMA other than in the normal course of elections, the Committee shall fill such vacancy from the financial members of SOMA and such member duly elected shall hold office for the unexpired portion of his or her predecessor's term.

5.8 The Committee shall meet as often as may be required but at least seven times a year (at roughly equal intervals of seven to eight weeks) to conduct the business of SOMA.

5.9 The President or Secretary or 4 members of the Committee shall have the power to call a meeting of the Committee.

5.10 All notices of Committee meetings shall be in writing and posted or emailed or otherwise made available to members of the Committee at least 7 days before the date of such meeting.

5.11 The President of SOMA will chair all Committee meetings. Should the President not be present then the Vice President will chair the meeting. If neither is available, then the Committee members shall elect a member to the chair.

5.12 The Chairperson at all Committee meetings shall have a casting vote in addition to his or her deliberative vote. All other members have one (1) vote each. A democratic majority of votes will carry a decision.

5.13 The accidental omission to give to any member, or the non-receipt by any member of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.

5.14 The Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President and Secretary shall be ex-officio members of all sub-committees.

5.15 All acts, resolutions or decisions done or made by any meeting of the Committee or any member thereof, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.

5.16 Where possible, a good spread of Committee members should be drawn from a diversity of clubs to prevent collusive voting.

5.17 The quorum for Committee Meetings shall be five (5) members present in person.

RULE 6.0 - Election of Committee:

6.1 Nomination for each candidate for election as office-bearer or Committee member shall be proposed and seconded respectively by two members at the Committee meeting prior to the Annual General Meeting. Contested offices shall be subject to ballot at the Annual General Meeting of the members present and voted thereon.

6.2 No person shall be eligible for election or to vote unless he/she is a financial member of SOMA.

6.3 The election for the office-bearers and the other Committee members shall be by ballot of members present and voted thereon, held at the Annual General Meeting.

6.4 No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.

RULE 7.0 - Trustees:

7.1 The elected members of the Committee of SOMA shall be deemed to be the Trustees of SOMA, to hold any property real and personal belonging to SOMA.

RULE 8.0 - Duties of Officers:

8.1 The President controls all points of order and gives directions and guidance to the Committee. If possible, the President should be elected from the most senior ranked members of SOMA.

8.2 The Vice-President fulfils the duties of the President in the President's absence. If possible, the Vice-President should also be elected from the most senior ranked members of SOMA.

8.3 The Secretary shall carry out his/her duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for meetings, keep records (including maintaining the Members' Register – see Rule 4.9) and carry out such duties as the Committee may from time to time direct.

8.4 The Treasurer shall receive all monies payable to SOMA and give receipts for same. All monies so received shall be paid into the banking accounts of SOMA. The Treasurer shall present at each General Meeting a balance of the finances of SOMA and shall keep proper books of account of all monies received and disbursed. The Treasurer shall generally perform all such financial duties as are directed by the Committee from time to time.

8.5 The Public Officer deals with matters as directed by the Committee and liaises with Government bodies and other institutions on matters important to the ongoing future of SOMA (eg complying with legislation).

8.6 The Executive Officer undertakes any special duties required by the Chairman.

RULE 9.0 – Powers of the Committee:

9.1 The Committee deals with the day to day running and administrative processes of SOMA and steers the direction of the organisation between general meetings.

9.2 The Committee may expel from SOMA or otherwise punish or penalise any member whose conduct, in the opinion of the Committee, is discreditable or injurious to the character or objectives or interests of SOMA or could bring the integrity or reputation of SOMA into disrepute or is deliberately acting against the best interests of the other members of SOMA.

9.3 Before any member is expelled or otherwise punished or penalised his/her conduct shall be enquired into by the Committee and the member shall be given particulars of the charge in writing and the opportunity to defend himself/herself and to justify or explain his/her conduct. Provided that quorum is established and the majority of the Committee present when the matter is enquired into is of the opinion that the member has been guilty of such conduct or action as aforesaid, then the Committee may expel or suspend him/her from membership or otherwise punish or penalise him/her.

9.4 Should any member fail to appear at any enquiry conducted under Clause 9.3 hereof, or any adjournment thereof, the Committee may proceed in that member's absence to conduct the said enquiry and to make its findings as herein empowered.

9.5 Should the Committee be unable to expel a member, for whatever reason, then the reasons for the expulsion should be put before a quorum of not less than $\frac{3}{4}$ of the membership at a Special Meeting and the resulting decision made at that Special Meeting will stand.

RULE 10.0 - General Meetings:

10.1 The Annual General Meeting of the members shall be held in the month of February in each year. Members shall be given notice in writing at least 14 days before such meeting.

10.2 The annual report and audited balance sheet or financial statement shall be submitted by the Treasurer to members at the Annual General Meeting.

10.3 The Annual General Meeting may make by-laws necessary for proper administration of SOMA. Any by-law so made shall not be repealed, added to or amended unless and until notice of intention to propose such repeal, addition or amendment is first given in writing by a member of SOMA to the Secretary of SOMA not later than 30 days prior to the date of such Annual General Meeting and included in the agenda for such meeting.

10.4 Such repeal, addition or amendment is proposed at such Annual General Meeting and is approved by not less than majority of the members of SOMA present at such meeting and voting thereon.

10.5 The election of Officers and Committee for the ensuing 24 months shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the meeting. Officers will be elected for 24 months. The election of the President, Vice President, Secretary, Treasurer, Public Officer and Executive Officer will be held on the odd year. The remainder of the Committee (4 members) will be elected on the even year.

10.6 A Special Meeting of members shall be called at the request of the President or the Secretary or any 4 members of the Committee or at the written request of 30 financial members of SOMA. Such meeting shall be held within 30 days of such request and all members shall be notified in writing not less than 10 days before such meeting.

10.7 The President of SOMA shall be the Chairperson at all general meetings. Should he/she not be present then the Vice President will be Chairperson. If neither is available then the Committee Members present shall elect a member to take the chair.

10.8 At all meetings, the Chairperson's decision on points of order shall be final.

10.9 The Chairperson shall have a casting vote in addition to his/her deliberative vote. All other members have one (1) vote.

10.10 The quorum for a general meeting shall be 5 members present.

10.11 If at any General Meeting there be no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse unless a majority

of the members present decide to adjourn the meeting for a period not exceeding 14 days. If there be no quorum within 30 minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.

10.12 Proxy (absentee) votes will be counted, subject to rule 10.13.

10.13 Only financial members or their proxy, present in person, shall be entitled to vote.

RULE 11.0 - Finance:

11.1 The financial year shall be from 1st July to 30th June.

11.2 All monies of SOMA shall be paid into the account of SOMA at such bank as the Committee may from time to time direct.

11.3 No monies shall be drawn from SOMA's account save by cheque signed by the bank signatories authorised by the Committee. No cheque shall be signed or money withdrawn unless such withdrawal has been approved by the Committee, or in the case of urgency, by two nominated SOMA signatories.

11.4 The books and accounts of the Club shall be audited annually by an auditor appointed at the Annual General Meeting.

RULE 12.0 - Promotions of Members:

12.1 A panel known as the Grading Panel consisting of no more than seven (7) members (who preferably are the highest ranks within SOMA and who preferably have more than two years continuous membership in SOMA) will have the power to promote to a higher rank or title any member of the Association, subject to the provisions of the booklet known as "General Requirements for the Promotion of Rank of Members," held in custody by the President.

12.2 All gradings or titles approved by the Grading Panel will be presented to the Board of SOMA for ratification and official recording in the Minutes. Only after this may the recipient claim his or her rank or title and advertise such as a SOMA sanctioned award.

12.3 All recipients of rank or title awards will be presented with an official SOMA certificate which will be duly signed, stamped, sealed and dated.

12.4 No person will be allowed to claim rank or title within SOMA unless that person has been issued with an official SOMA certificate stating the same.

RULE 13.0 - Amendments to Constitution:

13.1 This shall be the only Constitution of SOMA and shall come into force forthwith and shall not be altered, varied, added to or repealed unless the majority of financial members present at an Annual General Meeting or at a meeting specially convened for that purpose (Special Meeting) are in favour of such alterations, variation, addition or repeal.

RULE 14.0 - Property:

14.1 The property assets and income of SOMA, wherever derived, shall be applied towards the promotion of the objects of SOMA, and no portion thereof shall be paid or transferred either directly or indirectly by way or remuneration benefit or otherwise to members generally of SOMA.

14.2 Should SOMA for any reason whatsoever cease to function, any member or person holding any SOMA monies or property shall forthwith pay or return the same to the Committee.

RULE 15.0 - Dissolution and Disposal of Assets:

15.1 SOMA may be dissolved or wound up only upon the resolution carried by a majority of $\frac{3}{4}$'s of the members present and voting at a Special Meeting called for such purpose.

15.2 If upon the dissolution or winding up of SOMA there remains after the satisfaction of all its debts and liabilities any property whatsoever then the same shall not be paid to or distributed among the members of SOMA but shall be given or transferred to some charitable organisation or organisations which shall be determined by members of SOMA at the time of dissolution or winding up.

*** This marks the end of the Constitution of SOMA***



This Constitution was adopted on the date shown on the front cover and then agreed upon and approved by the following inaugural SOMA members at a properly constituted inaugural meeting:

----- 01 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 02 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 03 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 04 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 05 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 06 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 07 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 08 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 09 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 10 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 11 - Name (Print))	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 12 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 13 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 14 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature

----- 15 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 16 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 17 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 18 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 19 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature
----- 20 - Name (Print)	----- SOMA Position (if any)	----- SOMA Rank/Title	----- Signature

Dated this day the of in the year.....

“While acknowledging the past, we at the SOMA are always looking ahead to the future”



APPENDIX 3: DETACHABLE SOMA MEMBERSHIP APPLICATION FORM :



This application is to be filled out by the organization's **Principal Instructor** or individual (if individual - write individual where "name of Club" is stated)

[Fees: \$100 new clubs - \$100 annual fee - \$10 for individuals]

PLEASE PRINT CLEARLY

Surname.....Given Names.....

Address.....

Telephone.....Email.....@.....

Mobile.....Website (if any).....

Name of Club.....

Martial Art Style.....

Present Rank.....Date Rank was attained.....

Name(s) and Rank(s) of your Main Teacher (s).....

Brief statement on why you want to join the SOMA.....
.....

How did you hear about SOMA?.....

Note: New members must include a clear copy of certificate of last rank.

I hereby apply for membership of the Society Of Martial Arts (SOMA). I warrant that I have answered all questions truthfully and that as a member I will act in a respectful, thoughtful and courteous manner at all times. My cheque/money order for \$..... is attached (refundable if rejected).

Signature of applicantDate.....

Note: Any false or misleading information will render this application null and void. Please detach and send this application with your payment to:

Secretary SOMA – PO Box 104, Ingle Farm SA 5098