



**TAEKWONDO AUSTRALIA
LIMITED**

CONSTITUTION

Approved 27-6-09

CORPORATIONS ACT 2001 (CTH)
CONSTITUTION of TAEKWONDO AUSTRALIA LIMITED
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CONTENTS	PAGE
1. Name of Company	2
2. Objects of Company	2
3. Powers of the Company	2
4. Definitions and Interpretations	3
5. State Divisions	5
6. Members	6
7. Affiliates and Individual members	7
8. Fees and Levies	7
9. Register of Members	7
10. Effect of Membership	8
11. Discontinuance of Membership	8
12. Discipline of Members	9
13. Delegates	9
14. General Meetings	9
15. Notice of General Meetings	10
16. Business	10
17. Notices of Motion	10
18. Special General Meeting	10
19. Proceedings at General Meetings	11
20. Voting at General Meetings	12
21. Proxy and Postal Voting	12
22. Powers of the Board	12
23. Composition of the Board	12
24. Elected Directors	12
25. Appointed Directors	13
26. President	14
27. Vacancies of Directors	15
28. Meetings of the Board	15
29. Conflicts	16
30. Chief Executive Officer	17
31. No Remuneration of Directors	17
32. Secretary	18
33. Delegations	18
34. By-Laws	18
35. Application of Income	19
36. Records and Accounts	19
37. Auditor	19
38. Notice	20
39. Common Seal	20
40. Alteration of Constitution	20
41. Indemnity	20
42. Winding Up	21
SCHEDULE A	

1. NAME OF THE COMPANY

The name of the company is Taekwondo Australia Limited ("Company").

2. OBJECTS OF THE COMPANY

The Objects for which the Company is established and maintained are to:

- (a) create a single uniform entity through and by which the sport and the art of Taekwondo can be conducted, promoted and administered in and throughout Australia;
- (b) provide for the conduct, encouragement, promotion and administration of Taekwondo through and by various State organisations;
- (c) affiliate and otherwise liaise with the World Taekwondo Federation ("WTF") and appropriate regional Taekwondo Union and the Australian Olympic Committee in the pursuit of these purposes and the art of Taekwondo;
- (d) conduct, encourage, promote, advance, standardise and develop Taekwondo in Australia;
- (e) ensure that a high standard of Taekwondo is maintained;
- (f) develop a sense of sportsmanship and a high degree of proficiency in practitioners of Taekwondo;
- (g) enable practitioners to achieve a high level of physical and mental fitness through the teaching and practice of Taekwondo;
- (h) use and protect the Intellectual Property of the Company including but not limited to logos, trademarks, copyright and names in any equipment, product, publication or event developed by the Company;
- (i) collect, distribute and publish information in connection with Taekwondo and international tournaments and competitions;
- (j) strive for Governmental, commercial and public recognition of the Company and Taekwondo;
- (k) promulgate, and secure uniformity in, such Rules and Regulations as may be necessary for the management and control of Taekwondo and related activities;
- (l) further develop the Company into an organised institution and with these purposes in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful members;
- (m) promote the health and safety of members;
- (n) encourage members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in Taekwondo;
- (o) encourage and promote performance-enhancing drug free competition;
- (p) preserve the independence of the High Performance Panel of the company and undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3. POWERS OF THE COMPANY

Solely for furthering the Objects, the Company has the legal capacity and powers of a company as set out under section 124 of the Act.

4. DEFINITIONS AND INTERPRETATIONS

4.1 Definitions

In this Constitution unless the contrary intention appears these words will have the following meaning:

“Affiliated Club” means a Taekwondo Club affiliated with a State Division or of the Company;

“Act” means the Corporations Act 2001 (Cth);

“Appeals Tribunal” means the independent tribunal as specified in the Disciplinary and Appeals By-Laws

“Appointed Director” means a Director appointed under **Rule 25**;

“Associate member” means an individual or other legal entity who:

- (a) is either an Australian citizen, a permanent resident of Australia or incorporated; and
- (b) meets the qualifications and any other requirements set out in the Regulations, as amended from time to time;

“Board” means the Board of the Company as provided in this Constitution;

“By-Law” means any by-law, regulation or policy made by the Board under **Rule 34**;

“Chief Executive Officer” means the person appointed by the Board pursuant to this Constitution as the principal executive officer of the Company;

“Company” means Taekwondo Australia Limited;

“Delegate” means the person elected or appointed from time to time by a State Division to act for and on behalf that State Division and represent the State Division at General Meetings or otherwise;

“Director” means a member of the Board but does not include the Chief Executive Officer;

“Elected Director” means a Director elected under **Rule 24**;

“Financial Year” means the year ending 30 June in each year;

“General Meeting” means any annual or special general meeting of the Company;

“Instructor” means an individual who:

- (a) is over 18 years of age; and
- (b) is either an Australian citizen or a permanent resident of Australia; and
- (c) holds a registered rank of Dan at a level as determined by their member State;
- (d) is a Member of a State Division; and
- (e) meets the qualifications and any other requirements set out in the Regulations;

“Head Instructor” means an individual who:

- (a) is over 18 years of age; and
- (b) is either an Australian citizen or a permanent resident of Australia; and
- (c) holds a minimum registered rank of 4th Dan; and
- (d) is a member of and is totally responsible for the administration of an Affiliated Club; and
- (e) is a Member of a State Division; and
- (f) meets the qualifications and any other requirements set out in the Regulations;

“High Performance Panel” means the appointed individuals responsible for overseeing the management of the Company’s elite athlete preparation program;

“Individual member” means a registered, financial, individual member of a State Division or Affiliate Club of the Company (as the case may be) as defined in **Rule 6**;

“Intellectual Property” means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the

Company or the sport and art of Taekwondo or any event, competition or activity conducted, promoted or administered by the Company;

"Life Member" means a Life Member of the Company being, at the date of this Constitution, the persons registered as Life Members of the Company;

"Member" means a member for the time being of the Company under **Rule 6**;

"President" means the President of the Company;

"Regulations" mean any Regulations approved by the Board;

"Seal" means the common seal of the Company and includes any official seal of the Company;

"Special Resolution" means a resolution passed in accordance with the Act;

"State" means a State of Australia, but excludes the Territories as listed in **Schedule A**;

"State Division" means a State which is admitted as a Member of the Company under **Rule 5**;

"Taekwondo" means the Art of Taekwondo and the Sport of Taekwondo;

"Territories" mean the Australian Capital Territory and the Northern Territory;

"Voting Member" means a State Division under this Constitution.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include corporations and bodies politic;
- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (g) A reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be served to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provision of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Replaceable Rules

The replaceable rules referred to in the Act are replaced by this Constitution.

4.5 Objects

The Company is established solely for the purposes set out in the Objects.

5. STATE DIVISIONS

5.1 State Divisions

State Divisions shall be affiliated to the Company and shall be the official representatives of and controlling authorities for Taekwondo in its State in conformity with the Objects.

- (a) The State Divisions agree that they are bound by this Constitution and that this Constitution operates to create a single, uniform entity through and by which the Objects and Taekwondo are to be conducted, promoted and administered.
- (b) Each of the State Divisions listed in **Schedule A** shall be deemed to be Members at the date of this Constitution.
- (c) If there ceases to be a State Division for any State, the Board may admit another body which meets the requirements of this **Rule 5** as a State Division to represent the relevant State.

5.2 Responsibilities of State Divisions

Each State Division shall:

- (a) be incorporated;
- (b) elect or appoint a Delegate to represent it at General Meetings and other relevant meetings in accordance with this Constitution;
- (c) adopt in principle, the Objects and adopt rules which reflect and which are, to the extent permitted by the State Acts, generally in conformity with this Constitution;
- (d) maintain in a form acceptable to the Company, a register of all Affiliated Clubs and all Members in the State. The State Division shall provide a copy, at a time, and in a form acceptable to the Company, of its Register and regular updates of it to the Company;
- (e) not amend the constituent documents of a State Division without the prior approval of the Board;
- (f) provide the Company with copies of its annual financial statements, annual report and associated documents as presented to its members within 30 days of the State Division's annual general meeting;
- (g) apply its property and capacity solely in pursuit of the Objects and the promotion of the State Division and Taekwondo;
- (h) do all this is reasonably necessary to enable the objects to be achieved;
- (i) act in good faith and loyalty to ensure the maintenance and enhancement of the Company, the State Divisions and Taekwondo, its standards, quality and reputation for the collective and mutual benefit of the Members and Taekwondo;
- (j) at all times operate with and promote, mutual trust and confidence between the Company, the State Divisions and other Members in pursuit of the Objects; and
- (k) at all times act on behalf of and in the interests of the Members and Taekwondo.

5.3 Operation of this Constitution

The Company and State Divisions agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Taekwondo are to be conducted, encouraged, promoted and administered in Australia;
- (b) to act in good faith and show loyalty to each other to ensure the maintenance and enhancement of Taekwondo, its standards, quality and reputation for the collective and mutual benefit of the Members and Taekwondo;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Taekwondo and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all Matters of Importance to the Company and Taekwondo. In this clause "Matters of Importance" means a matter which the Company

or any State Division considers to have an adverse or prejudicial impact upon the Company or a State Division;

- (e) to operate with mutual trust and confidence in pursuit of the Objects;
- (f) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;
- (g) to act for and on behalf of the interests of Taekwondo, the Company, the State Divisions and other Members; and
- (h) that each State Division shall, subject to this Constitution, be represented by its Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of their State Division.

5.4 Territories

- (a) Taekwondo in the Territories may be administered by a State Division on such terms as may be agreed upon as required between the relevant entities in the Territories and the relevant State Division.
- (b) For the purposes of representation, team selection and associated championships, the Territories shall maintain the right to enter competitors either individually or as a representative group for that respective Territory.
- (c) A Territory representative body from either or both Territories may if they so chose, affiliate with the Company. Such affiliation will afford them all rights and privileges of an Affiliate Club but not the status of a State Division.

6. MEMBERS

6.1 Categories of Members

- (1) At the date of this Constitution, the Members of the Company shall consist of:
 - (a) State Divisions, which subject to this Constitution, shall each be represented by their Delegate who shall have the right to vote, attend and debate at General Meetings, for and on behalf of his or her State Division.
 - (b) Affiliated Clubs, which shall not have any voting rights at General Meetings, nor any rights to attend and debate at such meetings; and
 - (c) Individual members of Affiliated Clubs who are registered with the Company and who shall not have any voting rights at General Meetings of the Company. Nor shall they have any rights to attend and debate at such meetings, unless determined otherwise by the Board.
- (2) As at the date of this Constitution, the categories of Individual members are:
 - (a) Student members;
 - (b) Associate members;
 - (c) Instructors (including Head Instructors); and
 - (d) Life Members
- (3) Life Membership may be bestowed upon any member of the Company who, in the opinion of the Board has rendered special service to the Company. Any proposal for Life Membership shall be nominated by the Board and proposed at the Annual General Meeting. Such proposal must be passed by a Special Resolution. No more than two (2) Life Members shall be elected at any Annual General Meeting.
- (4) Life Members shall not have any voting rights at General Meetings of the Company, but shall have rights to attend and debate at such meetings.

7. AFFILIATES AND INDIVIDUAL MEMBERS

7.1 Deeming Provisions

- (a) All regions, districts, affiliated associations and affiliated clubs (howsoever described) of State Divisions prior to the time of approval of this Constitution under the Act, shall be deemed Affiliates from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Company, whether directly or indirectly.
- (b) All persons who were Individual members (howsoever described) of a State Division or affiliated club prior to the time of approval of this Constitution under the Act, shall be a deemed Individual Members from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Company, whether directly or indirectly.

7.2 Membership Renewal

In order to remain Members, Affiliates and Individual Members must:

- (a) renew their membership with their respective State Division and the Company by March 30 of any year;
- (b) otherwise remain registered financial members of their State Division and the Company in accordance with the procedures applicable from time to time; and
- (c) must pay the annual fees prescribed by the Company from time to time (if any) to the Company through their respective State Division or the Company.

8. FEES AND LEVIES

8.1 Determination of Fees and Levies

Any fees and any levies payable by Members (or any category of Members) to the Company, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

8.2 Consequence of Non-Payment

Any Member which or who has not paid all monies due and payable by that Member to the Company shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion.

9. REGISTER OF MEMBERS

9.1 Chief Executive Office to Keep Register

The Chief Executive Officer shall maintain a national register of Members in which shall be entered such information as is required under the Act from time to time.

9.2 State Division Registers

Each State Division shall maintain, in a form and with such details as are acceptable to the Company, a register of all Affiliates, and Individual members. Where a State Division is administering one of the Territories it shall maintain or cause to be maintained a similar register for that Territory. Each State Division shall provide a copy of the register at a time and in a form acceptable to the Company, and shall provide prompt and regular updates of that register to the Company when requested.

9.3 Inspection of National Register

Having regard to confidentiality considerations, an extract of the national register, excluding the address of any Delegate, Life Member, Individual Member or Director shall be available for inspection (but not copying) by State Divisions, upon reasonable request.

10. EFFECT OF MEMBERSHIP

State Divisions and other Members acknowledge and agree that in accordance with the Act, this Constitution constitutes a contract between each of them and the Company and that they are bound by this Constitution and the By-laws. This means that:

- (a) members shall comply with and observe this Constitution and the By-Laws and any formal policy or resolution or regulation of the Board;
- (b) members are subject to the jurisdiction of the Company;
- (c) this Constitution is made in pursuit of common objects, namely the mutual and collective benefit of the Company, the State Divisions, the Members and Taekwondo;
- (d) this Constitution and By-laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Taekwondo;
- (e) members are entitled to all benefits, advantages, privileges and services of Company membership in accordance with **Rule 10**;
- (f) Where a State Division rejects an application by an Instructor or Head Instructor for membership, the applicant will have the right to seek a review by the Board of the decision by the State Division to reject the application. The rejected applicant must initiate such a review in writing to the Board within fourteen days (14) of being notified of the rejection.
 - (i) Where the Board accepts an application from an Instructor or Head Instructor, the instructor's Club will become an Affiliated Club.
 - (ii) Membership of the Company will commence upon acceptance of the application by the Board.
 - (iii) Where the Board rejects an application, it will refund any fees forwarded with the application.
 - (iv) An applicant has no right of appeal if their application for membership of the Company is rejected by the Board.
- (g) A decision by the Board made pursuant to **Rule 10(f)(i)** shall be binding on the State Division. In the event that the State Division disagrees with the decision of the Board, the State Division shall have the right to seek a review of the Board's decision by the Appeals Tribunal. The State Division must initiate such a review in writing to the Appeals Tribunal within fourteen days (14) of being notified of the result of the application.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Notice of Resignation

Subject to this Constitution any State Division which has paid all monies due and payable to the Company and has no other liability (contingent or otherwise) to the Company may resign from the Company by giving six (6) months notice in writing to the Company of such intention to withdraw or resign and upon the expiration of that period of notice, the State Division will cease to be a Member.

11.2 Expiry of Notice Period

Subject to **Rule 11.5** upon the expiration of any notice period applicable under **Rule 11.1** an entry, recording the date on which the State Division who or which gave notice ceased to be a Member shall be recorded in the register.

11.3 Forfeiture of Rights

A Member (including State Divisions) who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Company and its property including Intellectual Property. Any Company documents, records or other property in the possession, custody or control of that Member shall be returned to the Company immediately.

11.4 Member may be reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

11.5 Cessation of Membership

Where a State Division ceases to be Member in accordance with this Constitution or the Act, the Affiliates and Individual Members of that State Division may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

12. DISCIPLINE OF MEMBERS

12.1 Disciplinary Action

Where the Board is advised or considers that a Member (including State Divisions) has allegedly;

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any formal policy or resolution of the Board; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company and/or Taekwondo; or
- (c) brought the Company, or Taekwondo into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures and penalties and the appeal mechanisms of the Company set out in the By-Laws.

12.2 State Division Disciplinary Rules

Notwithstanding **Rule 12.1**, all State Divisions will conduct disciplinary matters at the State Division level in accordance with the By-Laws, nothing in this Rule impacts upon or is intended to operate in any way, to affect or displace a State Division's conduct of disciplinary matters at the State Division level. The Company may choose to not accept an appeal or other matter under this rule where it considers it has been properly addressed by a State Division.

12.3 Non-Application of Rule 12

This **Rule 12** shall not apply to any incident or matter to which the Member Protection Policy, the Athlete Anti-doping Policy and the Rules of the Company apply. Any matter arising under any of these policies should be dealt with in accordance with the procedures set out in the relevant policy.

13. DELEGATES

Each State Division shall appoint a Delegate for such term as is deemed appropriate by the State Division. A Delegate must:

- (a) be appropriately empowered by the appointing State Division to consider, make decisions and vote at General Meetings; and
- (b) not be a Director of the Company.

14. GENERAL MEETINGS

14.1 Annual General Meeting

An Annual General Meeting of the Company shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.

14.2 Special General Meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

15. NOTICE OF GENERAL MEETINGS

15.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to State Divisions at the address appearing in the register kept by the Company. No other person shall be entitled as a right to receive notices of General Meetings.
- (b) Notice of a General Meeting shall be given at least 30 days prior to the General Meeting and shall specify the place and day and hours of the General Meeting.
- (c) The agenda for the General Meeting stating the general nature of the business to be transacted at the General Meeting shall be given at least 30 days prior to the General Meeting, together with any notice of motion received from the State Divisions.

15.2 Entitlement to Attend General Meetings

No Member shall be represented at, or take part in a General Meeting unless all monies (set in accordance with **Rule 7**) then due and payable to the Company are paid.

16. BUSINESS

16.1 Business at General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of the Company during the last preceding Financial Year) and auditors and the election of Directors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the those matters set out in **Rule 16.1(a)** shall be special business. "Special Business" includes business of which a notice of motion has been submitted in accordance with **Rule 17**.

17. NOTICES OF MOTION

Upon the determination by the Board of the date of any General Meeting, a State Division must be given sufficient notice of the proposed meeting date, to enable them should they so desire, to submit a notice of motion in accordance with the Act and within the specified timeframes. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Chief Executive Officer not less than 45 days (excluding receiving date and meeting date) prior to the General Meeting.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Company and, where, but for this Rule more than 18 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

18.2 Requisition of Special General Meetings

- (a) The Board shall upon receiving a requisition in writing from at least three (3) State Divisions convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting shall be signed by the State Divisions making the requisition and be sent to the Company. The requisition may consist of several documents in a like form, each signed by one or more of the State Divisions making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within sixty (60) days after the date on which the requisition is sent to the Company, the State Divisions making the requisition, or any of them, may convene a Special General Meeting to be held no later than three (3) months after that date.

- (d) A Special General Meeting convened by the State Divisions under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

19. PROCEEDINGS AT GENERAL MEETINGS

19.1 Quorum of General Meetings

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Company shall be 4 State Divisions represented by their Delegates.

19.2 Chairman to Preside

The Chairman shall, subject to this Constitution, preside as chair at every General Meeting. If the Chairman is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

19.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The Chairman may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 19.3(c)** it shall not be necessary to give any notice of an adjournment of the business to be transacted at any adjourned meeting.

19.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairman; or
- (b) any Delegate.

19.5 Recording of Determinations

Unless a poll is demanded under **Rule 19.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour or against the resolution.

19.6 Where Poll Demanded

If a poll is duly demanded under **Rule 19.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

19.7 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in **Rule 20**). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the chair is not entitled to a casting vote and the motion will be deemed lost.

20. VOTING AT GENERAL MEETINGS

Each State Division shall, subject to this Constitution, be entitled to one vote at General Meetings which must be exercised through its Delegate. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **Rule 10**.

21. PROXY AND POSTAL VOTING

21.1 Proxy Voting

Proxy voting may be permitted at General Meetings in such circumstances as are defined in the By-Laws

21.2 Postal Ballot

Should an issue arise between General Meetings which requires a decision or ratification by State Divisions the Board may call a postal vote in such a manner as it considers necessary.

22. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Company shall be managed, and the powers of the Company shall be exercised by the Board.

23. COMPOSITION OF THE BOARD

23.1 Board Composition

The Board shall comprise:

- (a) 6 Elected Directors, one of whom shall be the President, who are to be elected in accordance with **Rule 24**; and
- (b) 3 Appointed Directors who are to be appointed in accordance with **Rule 25**.

23.2 Chairman

The position of Chairman shall be appointed by the Board from amongst the Directors as soon as practicable after each Annual General Meeting. The appointee will hold office until the conclusion of the next Annual General Meeting. A Director may be re-appointed as Chair.

24. ELECTED DIRECTORS

24.1 Qualifications of Elected Directors

- (a) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (b) An Elected Director, including the President, must be an Individual Member.
- (c) A director or an employee of a State Division and an employee of the Company cannot also be a Elected Director.

24.2 Elections of Elected Directors

- (a) The Chief Executive Officer shall call for nominations 60 days before the date of the Annual General Meeting. All State Divisions shall be notified of the call for nominations.
- (b) Nominations for Elected Directors must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose; and

- (iii) certified by the nominee expressing her or his willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Chief Executive Officer at least 35 days prior to the Annual General Meeting.
- (d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated must still be elected by the meeting by a ballot which shall be taken in such usual and proper manner as is determined by the Board.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as is determined by the Board. Voting shall be conducted by the preferential method, the procedure for which will be detailed in the By-Laws.

24.3 Term of Appointment

- (a) Elected Directors shall be elected in accordance with this Constitution for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) An Elected Director may seek re-election at the conclusion of their term.
- (c) Should any adjustment to the term of an Elected Director elected under this Constitution be necessary to ensure rotational terms in accordance with the Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in the Constitution.

24.4 Deeming Provision

All Elected Directors elected to the Board prior to the time of approval of this Constitution under the Act, shall be deemed Elected Directors from the time of approval of this Constitution under the Act, and will be entitled to retain their position on the Board for the remainder of their original term of office.

25. APPOINTED DIRECTORS

25.1 Appointment of Appointed Directors

The Elected Directors may appoint up to three (3) Appointed Directors.

25.2 Qualifications of Appointed Directors

- (a) The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which compliment the Board composition, but need not have experience in or exposure to Taekwondo. Appointed Directors do not need to be a Member of the Company;
- (b) A director or an employee of a State Division and an employee of the Company cannot also be an Appointed Director.

25.3 Term of Appointment

- (a) The Appointed Directors may be appointed by the Elected Directors in accordance with this Constitution for a term of two (2) years, which shall commence from the date of their appointment until the conclusion of the second Annual General Meeting following.
- (b) An Appointed Director may be re-appointed by the Board at the conclusion of their term.
- (d) Should any adjustment to the term of an Appointed Director appointed under this Constitution be necessary to ensure rotational terms in accordance with the Constitution, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in the Constitution.

25.4 Deeming Provision

All Appointed Directors appointed to the Board prior to the time of approval of this Constitution under the Act, shall be deemed Appointed Directors from the time of approval of this Constitution under the Act, and will be entitled to retain their position on the Board for the remainder of their original term of office.

26 PRESIDENT

26.1 Qualifications of the President

- (a) Nominees for the position of President on the Board must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (b) The President must be an Individual Member.
- (c) A director or an employee of a State Division and an employee of the Company cannot also be the President.

26.2 Election of the President

- (a) The Chief Executive Officer shall call for nominations 60 days before the date of the Annual General Meeting. All State Divisions shall be notified of the call for nominations.
- (b) Nominations for President must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose; and
 - (iii) certified by the nominee expressing her or his willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Chief Executive Officer at least 35 days prior to the Annual General Meeting.
- (d) If there is only one nomination received for the position of President the person nominated must still be elected by the meeting by a ballot which shall be taken in such usual and proper manner as is determined by the Board.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as is determined by the Board. Voting shall be conducted by the preferential method, the procedure for which will be detailed in the By-Laws.
- (f) The election of the position of President shall occur at the Annual General Meeting prior to the election of Elected Directors.

26.3 Position of President

- (a) The President shall be the nominal head of the Company.
- (b) The President shall be an Elected Director.
- (c) The President shall represent the Company in connection with:
 - (i) World Taekwondo Federation matters/issues;
 - (ii) World Taekwondo Federation meetings;
 - (iii) Kukkiwon; and
 - (iv) Any other matter as determined by the Board from time to time.
- (d) The President cannot bind the Company in whatsoever manner, unless by prior approval of the Board.

26.4 Term of Appointment

- (a) The President may be elected in accordance with this Constitution for a term of two (2) years, which shall commence from the date of his/her election until the conclusion of the second Annual General Meeting following.
- (b) A person holding the position of President may seek re-election at the conclusion of their term.

27. VACANCIES OF DIRECTORS

27.1 Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his or her office in writing to the Company;
- (e) holds any office of employment of the Company;
- (f) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Company;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his or her interest;
- (h) is removed from office in accordance with the Act; or
- (i) would otherwise be prohibited from being a director of a corporation under the Act or is disqualified from office under the Act.

27.2 A Director has no right of appeal against their removal from office under **Rule 27.1**.

27.3 Casual Vacancies

- (a) Any Elected Director casual vacancy may be filled by the remaining Directors by seeking expressions of interest from Individual Members of the Company. If the term of the outgoing Director has not expired, the Directors may appoint the individual of their choosing for the remainder of that Director's term.
- (b) Any Appointed Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the outgoing Directors' term.

27.4 Remaining Director May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

28. MEETINGS OF THE BOARD

28.1 Board to Meet

The Board shall meet no fewer than six (6) times per year at a location or locations to be determined from time to time by the Board for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Chief Executive Officer shall on the requisition of the chairman and two (2) other Directors, convene a meeting of the Board within 30 days of receiving the requisition.

28.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by consensus or resolution unless a poll is requested by at least three (3) Directors, one of whom must be an Appointed Director.

28.3 Resolutions not in Meeting

- (a) Subject to all Directors receiving notice of the proposed resolution, a resolution in writing, signed or assented to by facsimile, electronic mail, telex or other form of visible or other electronic communication by the majority of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate Board meetings as it thinks fit, a meeting of Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair is located.

28.4 Quorum

At meetings of the Board the number of Directors whose presence (or participation under Rule 28.3) is required to constitute a quorum is five (5) Directors, one of whom must be an Appointed Director.

28.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days oral or written notice of the meeting of the Board shall be given to each Director by the Chief Executive Officer. The agenda shall be forwarded to each Director not less than three (3) days prior to such meeting.

28.6 Validity of Board Decision

A procedural defect in decisions taken by the Board shall not result in such decisions be invalidated.

28.7 Chairman

The Chairman appointed under **Rule 23.2** shall preside at every meeting of the Board. If the Chairman is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as chair for the meeting only.

29. CONFLICTS

29.1 Directors' Interests

A Director is disqualified from holding any place of profit or position of employment in the Company, any State Division or in any company or incorporated association in which the Company is a shareholder or otherwise interested or from contracting with the Company as a vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any

contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested will be void for such reason.

29.2 Conflict of Interest

A Director shall declare her or his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter

in which a conflict of interest arise or may arise, and shall, unless otherwise determined by the Board, absent herself or himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent herself or himself from discussion and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

29.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

29.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 29.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

29.5 Recording Disclosure

The Chief Executive Officer shall ensure that the minutes record any declaration made or any general notice given by a Director in accordance with **Rule 29.3** and **Rule 29.4**.

30. CHIEF EXECUTIVE OFFICER

30.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term in and on such conditions as it thinks fit. The Chief Executive Officer shall not be a Director but shall be entitled to attend and participate in debate at all meetings of the Board.

30.2 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Company. The Chief Executive Officer shall administer and manage the Company in accordance with these Rules.

31. NO REMUNERATION OF DIRECTORS

31.1 The Directors are not entitled to be paid remuneration unless the Company otherwise determines by resolution in General Meeting.

31.2 The Company may pay the Directors' reasonable travelling and other expenses that they properly incur:

- (a) in attending board meetings;

- (b) in attending any general meeting; or
- (c) in connection with the Company's business

32. SECRETARY

One or more secretaries may be appointed by the Board for such term, at such remuneration, and upon such conditions as it things fit. Any secretary so appointed may be removed by the Board.

33. DELEGATIONS

33.1 Board may Delegate Functions to Committees

The Board may, by instrument in writing, create or establish or appoint from among its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

33.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or this Constitution.

33.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this Rule, may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

33.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Rule 28**. The quorum shall be determined by the committee, but shall be no less that the majority of the total number of committee members.
- (b) Any Director may be an ex-officio member of any committee so appointed.
- (c) Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer.

33.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

33.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to this Constitution, the By-Laws, the Act the Objects or the committee's delegation.

34 BY-LAWS

34.1 Board to formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies for the proper advancement, management and administration of the Company, the advancement of the Objects and Taekwondo as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

34.2 By-Laws Binding

All By-Laws made under this Rule shall be binding on the Company and Members.

34.3 By-Laws Deemed Applicable

All By-Laws, regulations and policies of the Company in force at the date of the approval of this Constitution under the Act insofar as such By-Laws, regulations and policies are not inconsistent with, or have been replaced by the Constitution, shall be deemed to be By-Laws under this Rule.

34.4 By-Laws pertaining to the High Performance Panel

While not limiting the Boards ability to establish and amend By-Laws under this Rule, any By-Law currently approved by the Board relating to the High Performance Panel may only be amended under the written direction and advice of the Australian Sports Commission.

34.5 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to State Divisions by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. State Divisions shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

35. APPLICATION OF INCOME

35.1 Income and Property Applied to Objects

- (a) The income and property of the Company shall be applied solely towards the promotion of the Objects;
- (b) No portion of the income or property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

36 RECORDS AND ACCOUNTS

36.1 Chief Executive Officer

The Chief Executive Officer shall ensure proper records and minutes concerning all transactions, business, meetings and dealings of the Company and the Board are established and maintained and shall produce these as appropriate at each Board meeting or General Meeting.

36.2 Records Kept in Accordance With Act

Proper accounting, banking and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.

36.3 Company to Retain Records

The Company shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

36.4 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Company in accordance with the Act.

36.5 Negotiable Instruments

All cheques and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by an appropriate person/s appointed in writing by the Board.

37. AUDITOR

A properly qualified auditor or auditors shall be appointed at the Annual General Meeting. The auditor's duty shall be regulated in accordance with the Act.

38. NOTICE

38.1 Manner of Notice

- (a) Notices may be given by the Company to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the notice was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

38.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

38.3 Notice to Members

Notice to Affiliate Clubs and Individual Members (where appropriate or required) shall be deemed given by the notice being given in accordance with this Constitution to the State Division of that Affiliate Club and Individual Member.

39. COMMON SEAL

39.1 Safe Custody of Common Seal

The Chief Executive Officer shall provide for safe custody of the common seal if a seal is held.

39.2 Affixing Common Seal

The common seal, if held, shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by such persons as are authorised by the Board.

39.3 Director's Interest

A Director may not sign a document to which the seal of the Company is fixed where the Director is interested in the contract or arrangement to which the document relates.

40. ALTERATION OF CONSTITUTION

The Constitution can only be altered by Special Resolution.

41. INDEMNITY

41.1 Directors to be Indemnified

Every Director and employee of the Company shall be indemnified to the extent permitted under the Act and to the extent provided under the directors and officers insurance policy of the Company (if any) against any liability incurred by her or him in her or his capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act, granted to her or him by the Court.

41.2 Company to Indemnify

The Company shall indemnify its Directors and employees to the extent permitted under the Act and to the extent provided under the directors and officers insurance policy of the Company (if any)

against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct.

42. WINDING UP

42.1 Winding up the Company

Subject to this **Rule 42**, the Company may be wound up in accordance with the provisions of the Act.

42.2 Liability of Members

The liability of the Members of the Company is limited.

42.3 Members' Contributions

Every State Division undertakes to contribute to the assets of the Company in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Company contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights or contributors among themselves, such amount as may be required not exceeding \$1.00

SCHEDULE A

Taekwondo Australia NSW Inc.

Taekwondo Queensland Inc.

Taekwondo South Australia Inc.

Taekwondo Australia – Tasmania Inc.

Taekwondo Victoria Inc.

Taekwondo Western Australia Inc.