

RULES
of
TAEKWONDO VICTORIA INCORPORATED
(RegistrationNo.A0033304J)

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TABLE OF CONTENTS

PART I - INTERPRETATION 1

 1. Name 1

 2. Interpretation 1

PART II - STATE DIVISION AND NATIONAL AFFILIATION 3

 3. State Division and National Affiliation 3

 4. State Division Constitutions and Rules 3

PART III - MEMBERSHIP 4

 5. Members 4

 6. Fees 4

 7. Voting Members 4

 8. Applications for Membership 4

 9. Effect of Membership 5

 10. Discontinuance of Membership 6

 11. Discipline of Members 7

 12. Disputes and Mediation 7

PART IV - THE EXECUTIVE COUNCIL 9

 13. Composition of the Council 9

 14. The President 9

 15. Election of Ordinary Councillors 9

 16. Qualification for Office and Nomination 10

 17. Powers of the Council 10

 18. Vacancies of Councillors 10

 19. Powers and Duties of the Secretary-General 11

 20. Meetings of the Council 11

PART V - GENERAL MEETINGS 13

 21. Annual General Meeting 13

 22. Notice of General Meeting 13

 23. Business 13

 24. Notices of Motion 14

 25. Special General Meetings 14

 26. Quorum of General Meetings 14

 27. Proceedings at General Meetings 14

 28. Voting at General Meetings 15

 29. Proxy Voting 15

PART VI - MISCELLANEOUS 16

 30. Delegations 16

 31. Regulations 16

 32. Records and Accounts 16

 33. Auditor 17

 34. Notice 17

 35. Seal 17

 36. Patron 18

 37. Indemnity 18

 38. Addition, Alteration or Amendment 18

 39. Dissolution 18

 40. Authority to Trade 19

 41. Technical Board and Committee 19

 42. Funds 19

PART I - INTERPRETATION

1. Name

The name of the Association is Taekwondo Victoria Incorporated ("Association")

2. Interpretation

2.1 In these Rules unless the contrary intention appears:

“Affiliated Club” means a club affiliated with the Association.

“Council” means the Executive Council of the Association;

“Councillor” means a member of the Executive Council;

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

“General Meeting” means the annual or a special general meeting of the Association;

“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 totally responsible for the administration of an affiliated club; and
- (e) is a member of the Association and Taekwondo Australia Inc.

“Intellectual Property” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or the art of Taekwondo or any event, competition or activity conducted, promoted or administered by the Association;

"Life Member" means a Life Member of the Association;

"Member" means a member for the time being of the Association under Rule 5;

"Ordinary Councillor" means a member for the time being of the Council elected under these rules and includes the President;

"President" means the President of the Association;

"Regulations" means any Regulations made by the Council;

"Rules" means these Rules of the Association and includes the Statement of Purposes of the Association;

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

"Secretary-General" means the Secretary-General of the Association;

“Special Resolution” means a resolution passed by at least three-quarters of the Members present and entitled to vote, at a Special General Meeting called for that purpose;

"State Division" means Taekwondo Victoria Incorporated.

"Technical Director" means the Technical Director of the Association;

"The Act" means the Associations Incorporation Act 1981 (Vic);

"Voting Member" means a Voting member of the Association.

- 2.2 Expressions referring to “writing, in writing or signed by” 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 all types of messages sent by electronic mail such as fax, email, text messaging, PDF or any other electronic method.
- 2.3 In these Rules:
- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (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 of 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) references to persons include corporations and bodies politic;
 - (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - (g) 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).
- 2.4 If any provision of these Rules 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, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.
- 2.5 The Association is established solely for the purposes set out in the Statement of Purposes.

PART II - STATE DIVISION AND NATIONAL AFFILIATION

3. State Division and National Affiliation

- 3.1 The Association shall be affiliated to Taekwondo Australia Inc. and shall administer Taekwondo in Victoria in accordance with the purposes of the Association.
- 3.2 The Association shall:
- (a) be incorporated as an incorporated association or as a company in Victoria;
 - (b) be comprised of Members who are resident in Victoria;
 - (c) substantially adopt the purposes of the Association and adopt rules which reflect and which are generally in conformity with the Rules of Taekwondo Australia Inc.;
 - (d) by adopting the purposes of the Association, agree to abide by these Rules.
- 3.3 The Association agrees that they are bound by these Rules and that these Rules operate to create a single, uniform entity through and by which the purposes of the Association and Taekwondo are to be conducted, promoted and administered.

4. State Division Constitutions and Rules

- 4.1 The Association will provide Taekwondo Australia Inc. a copy of its Constitution or other constituent documents and all amendments to these documents.
- 4.2 The Association shall maintain, in a form acceptable to Taekwondo Australia Inc. a register of all affiliated clubs and all Voting Members in the State. The Association shall provide a copy, at and regular updates of its Register to Taekwondo Australia Inc., at a time, and in a form acceptable to Taekwondo Australia Inc.

PART III - MEMBERSHIP

5. Members

- 5.1 The Members of the Association shall consist of:
- (a) Voting Members, who shall have voting rights at General Meetings of the Association;
 - (b) affiliated clubs, which shall not have any voting rights at General Meetings of the Association;
 - (c) individual members of affiliated clubs, who are registered with the Association and who shall not have any voting rights at General Meetings of the Association, nor any rights to attend and debate at such meetings;
 - (d) Life Members, who are not otherwise Voting Members, shall not have any voting rights at General Meetings of the Association, but shall have rights to attend and debate at such meetings.
- 5.2 Life membership may be bestowed upon any Member of the Association who in the opinion of the Council has rendered special service to the Association. Any proposal for life membership shall be nominated to the Council and proposed at the Annual General Meeting. Such proposal must be passed by a Special Resolution. No more than two Life Members shall be elected in any one year.
- 5.3 The Council has power from time to time to create new classes of membership even if the effect of this is to alter rights, privileges or obligations of an existing class of members.
- 5.4 The Secretary-General shall maintain a register of voting members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection and copying by members upon request.

6. Fees

The annual membership subscription (if any) and fees payable by Members to the Association, the time for, and manner of payment, shall be as determined by the Council from time to time.

7. Voting Members

A Voting Member must be a member of the Association and must:

- (a) be a Head Instructor; and
- (b) be a financial member of the Association at the time of voting, having fully paid all membership subscriptions due to Taekwondo Australia and/or Taekwondo Victoria and be in possession of a current membership card as proof of payment.

8. Applications for Membership

- 8.1 An application for membership by a person or affiliation by a club must be:
- (a) in writing on the form prescribed by the Council from time to time, and from the club or its nominated representative and lodged with the Association;
 - (b) Accompanied by the appropriate fee, if any.

- 8.2 Head Instructors and other applicants (other than individual members of clubs) must first be accepted as members of the Association before being eligible for membership of Taekwondo Australia Inc.
- 8.3 The Association may accept or reject an application whether the applicant has complied with the requirements in Rule 8.1 or not. Where the Association accepts an application, the applicant club will become a member of the Association. However, Membership of the Association will commence upon acceptance of the application by Taekwondo Australia Inc. Where the Association rejects an application, it will refund any fees forwarded with the application.
- 8.4 Where the Association rejects an application, the applicant will have the right to seek a review, by Taekwondo Australia Inc., of the Association's decision to reject the application. The rejected applicant must initiate such a review in writing to Taekwondo Australia Inc. within 14 days of being notified of the rejection.
- 8.5 Members and affiliated clubs must re-affiliate annually and pay the membership fee annually.
- 8.6 Individual members of clubs must renew their membership of their clubs annually.
- 8.7 A member shall be unfinancial if the annual membership fee has not been paid by the due date. A member who is unfinancial pursuant to this rule or any other rule shall not be entitled to the right to vote in any capacity in the Association and, if their subscription has not been paid within one calendar month, shall forfeit all other membership rights except at the direction of the Executive Council. If unfinancial for more than 3 months, he/she shall cease to be a Member altogether and have his or her name removed from the Register of Members. Special dispensation may be granted from time to time, at the discretion of the Executive Council, to extend membership entitlements to an unfinancial Member during this 3 month period but this shall not under any circumstances include the right to vote.

9. Effect of Membership

- 9.1 Members acknowledge and agree that:
- (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations;
 - (b) they shall comply with and observe these Rules and the Regulations and any determination or resolution which may be made or passed by the Council or any duly authorised Committee or Board;
 - (c) by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Association;
 - (d) the Rules and Regulations are necessary and reasonable for promoting the purposes of the Association;
 - (e) they are entitled to all benefits, advantages, privileges and services of Association membership.
- 9.2 Members have the following privileges by virtue of membership of the Association:
- (a) to express in writing or otherwise their views and opinions through their representatives in any meeting in respect of which they are entitled to participate in accordance with this Constitution;

- (b) to make proposals or submissions to the Executive Council of the Association either directly or through their representatives;
- (c) to engage and participate in any activity approved, sponsored or recognised by the Association;
- (d) to conduct any activity which will promote the purposes of the Association.

10. Discontinuance of Membership

- 10.1 A Member having paid all arrears of fees payable to the Association, may withdraw from membership by giving notice in writing of such withdrawal to the Association, and where an individual member of a affiliated club, also to his club.
- 10.2 Membership of the Association may be discontinued by the Council upon breach of any of these Rules, including, but not limited to the failure to pay any monies owed to the Association, the Regulations or any resolutions or determinations made or passed by the Council or any duly authorised Committee or Board.
- 10.3 Membership shall not be discontinued under Rules 10.2 without the Council first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- 10.4 Where a Member fails, in the Council's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued by the Association giving written notice to that effect to the Member.
- 10.5 Membership which has been discontinued under Rule 10.2 may be reinstated at the discretion of the Council.
- 10.6 A Member which ceases to be a Member shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Where an affiliated club ceases to be a Member it shall also forfeit all representation rights on the Council.
- 10.7 Membership fees or subscriptions paid by the discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The name of such Member shall be removed from the Register of Members.
- 10.8 The Council may expel or suspend an affiliated club which has not re-affiliated with the Association, or an individual member of an affiliated club who has not renewed his affiliated club membership, within 1 month of re-affiliation or membership renewal falling due.
- 10.9 Where an individual member fails to renew his club membership within 3 months of being required to do so, his/her membership of the Association lapses.
- 10.10 A Member which has been expelled or suspended under Rule 10.8 or whose membership has lapsed under Rule 10.9:
 - (a) must reapply for membership in accordance with these Rules; but
 - (b) may be readmitted at the discretion of the Council.

11. Discipline of Members

- 11.1 Where the Council is advised or considers that a Member has allegedly;
- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any resolution or determination of the Council or any duly authorised Committee or Board; or
 - (b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association and/or Taekwondo; or
 - (c) brought the Association, any affiliated club or Taekwondo into disrepute;
- the Council 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, disciplinary procedures and penalties and the appeal mechanisms of the Association.
- 11.2 The Council shall appoint a Judiciary Committee, which need not be comprised of Members to deal with any disciplinary matter referred to it, including but not limited to matters arising under clause 11.1 of these Rules.
- 11.3 The Judiciary Committee shall have the power to recommend to the Council an appropriate determination or penalty depending upon the facts of each particular case
- 11.4 A determination of the Judiciary Committee does not take effect unless it has been accepted and confirmed by the Council. The Council shall accept or reject the recommendation of the Judiciary Committee or decide on any other determination or penalty within 14 days of the recommendation of the Judiciary Committee.
- 11.5 Where a matter has been referred to the Judiciary Committee, the Secretary General must provide the member with written notice, setting out particulars of the complaint and including copies of all relevant documents, fourteen days prior to any Judiciary Committee hearing. The member must also be provided with notice to the effect that the member has the right to appeal any decision of the Judiciary Committee to the Council.
- 11.6 A member is entitled to address the Judiciary Committee personally or they may be represented. Alternatively, the member is able to provide the Committee with a written response to the complaint.
- 11.7 Any Judiciary Committee hearing must follow the rules of natural justice.

12. Disputes and Mediation

- 12.1 The grievance procedure set out in this rule applies to disputes under these rules between:-
- (a) A member and another member; or
 - (b) A member and the Association
- 12.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.

- 12.4 The mediator must be:-
- (a) a person chosen by agreement between the parties, or
 - (b) in the absence of agreement:-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or nominated by either the relevant State Olympic Committee or the relevant State Institute of Sport.
- 12.5 A member of the Association can be a mediator.
- 12.6 The mediator cannot be a member who is party to the dispute.
- 12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8 The mediator, in conducting the mediation, must:-
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 12.9 The mediator must not determine the dispute.
- 12.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

PART IV - THE EXECUTIVE COUNCIL

13. Composition of the Council

There shall be an elected council, which shall comprise;

- (a) the President;
- (b) the Vice President;
- (c) the Secretary-General;
- (d) the Technical Director;
- (e) the Senior Tournament Director
- (f) the Junior Tournament Director
- (g) the Treasurer
- (h) the Referee Board Director
- (i) the Coaching Board Director
- (j) the Junior Development Board Director
- (k) the State Delegate

all of whom are Ordinary Councillors and will be elected under these Rules.

14. The President

The President shall be the nominal head of the Association and will chair any Council meeting or General Meeting at which he is present. In the event of the President not acting as Chairman, the Vice President shall assume the role of Chairman. In the event of both the President and the Vice President being absent, the Council shall appoint a Chairman from among the members of the Council.

15. Election of Ordinary Councillors

- 15.1 Subject to these Rules, Councillors elected under these Rules shall hold office until the date of the second Annual general Meeting after the date of his or her election.
- 15.2 Nominations shall be called for by the Secretary-General 28 days prior to the relevant Annual General Meeting.
- 15.3 A candidate may only be elected to one office as an Ordinary Councillor.
- 15.4 Nominations must be:
 - (a) in writing;
 - (b) on the prescribed form provided for that purpose;
 - (c) signed by a nominator and a seconder, who must be Voting Members under these Rules; and
 - (d) certified by the nominee expressing his/her willingness to accept the position for which he/she is nominated.
- 15.5 Nominations must be received by the Secretary-General at least 14 days prior to the relevant Annual General Meeting and shall be sent to Voting Members with the agenda for that General Meeting.

- 15.6 The elections shall be by secret ballot on papers prepared by the Secretary-General and shall be conducted in such a manner as the committee may direct. The election of ordinary Councillors shall be decided by a simple majority of votes.
- (a) the election of ordinary Councillors shall be by simple majority of votes;
 - (b) the ballot papers shall include clear instructions to members on the voting process, a ballot Form, a Ballot Envelope, and a stamped addressed Returning Envelope for return of postal votes to the nominated Returning Officer;
 - (c) postal votes shall be accepted provided they are received at the address on the Returning Envelope by the last mail delivery prior to the Annual General Meeting at which the election is to be held;
 - (d) votes may also be hand delivered by attendees at the Annual General Meeting, provided they are placed in the Ballot Box at the beginning of the meeting;
 - (e) votes will only be accepted if they are submitted on the official Ballot Form and sealed in an official Ballot Envelope. Any votes received that are either not on an official Ballot Form or sealed in an official Ballot Envelope, shall not be accepted or counted;
 - (f) the sealed ballot envelopes shall be opened and votes counted at the Annual General Meeting, in the presence of two witnesses appointed by that meeting.

16. Qualification for Office and Nomination

- 16.1 A candidate for the position of Councillor shall have been a financial member of the Association for a continuous period of twelve months immediately preceding the date of nomination for such office.
- 16.2 Any person who holds office or any paid position in any other Taekwondo organisation which is not a member of or affiliated to the Association shall be ineligible to nominate or hold office in the Association.

17. Powers of the Council

Subject to the Act and the provisions of these Rules the business of the Association shall be managed by, and the powers of the Association shall be exercised by the Council. In particular the Council, as the state authority for Taekwondo in Victoria, shall be responsible for acting on all state issues in accordance with the purposes of the Association and shall operate for the benefit of the Members and the community throughout Victoria.

18. Vacancies of Councillors

- 18.1 The office of a Councillor becomes vacant if the Councillor:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
 - (c) resigns his office in writing to the Association;
 - (d) is absent without the consent of the Councillors from 3 consecutive meetings of the Council without good reason;
 - (e) without the consent of the Members in General Meeting holds any office of profit under the Association;

- (f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his/her interest;
 - (g) has, by decision of the judiciary committee:
 - (i) acted in a manner unbecoming or prejudicial to the purposes and interests of the Association and/or Taekwondo; or
 - (ii) brought the Association, any affiliated club, or Taekwondo into disrepute;
 - (h) is prohibited from being a director of a company under the Corporations Law.
- 18.2 Any casual vacancy occurring in membership of the Council, may be filled by the remaining Councillors by appointing a member of the Association to fill the vacancy. A member filling a vacancy under this Rule shall hold office for the balance of the replaced Councillor's term.
- 18.3 In the event of a vacancy or vacancies in the office of a Councillor or Councillors, the remaining Councillors may act but, if the number of remaining Councillors is not sufficient to constitute a quorum at a meeting of Councillors, they may act only for the purpose of increasing the number of Councillors to a number sufficient to constitute such a quorum.

19. Powers and Duties of the Secretary-General

The Secretary-General shall:

- (a) plan, perform and manage the secretarial affairs of the Association;
- (b) ensure that the resolutions of the Council and the Association are properly and efficiently carried out;
- (c) transact all business of the Association between Council meetings and General Meetings;
- (d) submit a report to the Council at each Council meeting; and
- (e) perform other functions as directed by the Council.

20. Meetings of the Council

- 20.1 The Council shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. 6 Councillors may at any time, and the Secretary-General shall, on the requisition of 6 Councillors, convene a meeting of the Council.
- 20.2 Subject to these Rules questions arising at any meeting of the Council shall be decided by a majority of votes and a determination of a majority of Councillors shall for all purposes be deemed a determination of the Council. All Councillors shall have 1 vote on any question. The Chairman may exercise a casting vote where voting is equal.
- 20.3 A resolution in writing signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible, or any other electronic communication including email, by a majority of the Councillors shall be as valid and effectual as if it had been passed at a meeting of Councillors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Councillors.
- 20.4 Without limiting the power of the Council to regulate their meetings as they think fit, a meeting of Council may be held where one or more of the Councillors is not physically present at the meeting, provided that:
- (a) 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;

- (b) notice of the meeting is given to all the Councillors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Council and such notice specifies that Councillors are not required to be present in person;
 - (c) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Councillors which constitutes a quorum, and none of such Councillors are present at the place where the meeting is deemed by virtue of the further provisions of this article 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;
 - (d) any meeting held where one or more of the Councillors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Councillor is there present and if no Councillor is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.
- 20.5 At meetings of the Council the number of Councillors whose presence is required to constitute a quorum is 6.
- 20.6 Unless all Councillors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days notice of the meeting of the Council shall be given to each Councillor.

PART V - GENERAL MEETINGS

21. Annual General Meeting

An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Council. All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.

22. Notice of General Meeting

22.1 Notice of every General Meeting shall be given to every Voting Member at the address appearing in the Register kept by the Association.

22.2 No other person shall be automatically entitled as of right to receive notices of General Meetings.

22.3 Special General Meetings

Where it is intended to deal with special business at a Special general Meeting, at least 42 days notice of a General Meeting shall be given to Voting Members inviting notice of motions and advising of the procedural requirements under rule 24 with respect to the filing of notices of motion, together with:

- (a) the agenda for the meeting;
- (b) to Voting Members only, forms of authority in blank for proxy votes.

22.4 Annual General Meetings

(a) Where it is intended to call an Annual general Meeting, 28 days notice specifying the place, day and hour of the meeting shall be given together with:-

- (i) agenda for the meeting stating the business to be transacted at the meeting,
- (ii) to Voting Members only, forms of authority in blank for proxy votes.

(b) The business to be transacted at the Annual General Meeting includes the presentation and consideration of accounts and the reports of the Council and auditors, appointment of Life Members (if any) and, where an election year, the election of the Ordinary Councillors in the place of those retiring or the appointment and fixing of the remuneration of the auditors.

23. Business

23.1 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 consideration of the accounts, balance sheets, the reports of the Council and auditors, the appointment of Life Members (if any) and the election of the Ordinary Councillors and of the auditors (if any) in the place of those retiring under these Rules or otherwise, shall be special business.

23.2 No business other than that stated on the notice shall be transacted at that meeting.

24. Notices of Motion

All Notices of Motion for inclusion as special business at a General Meeting shall include the name and contact details of the sender and must be submitted in writing (as defined in clause 2.2) to the Secretary-General not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting. All Notices of Motion submitted by email or any other electronic method and shall, subject to verification, be deemed to have been sent by the person whose Name & Email address appears next to the heading “From” at the top of the email and shall be accepted at the time printed next to the heading “Sent”. Verification may be confirmed verbally over the telephone or by a signed hardcopy subsequently sent by mail and the Secretary General shall add a notation to a print-out of the original to document said verification. The Secretary-General shall then forward to each Voting Member the general nature of the business to be dealt with at the Special General Meeting at least 14 days prior to the Special General Meeting.”

25. Special General Meetings

Special General Meetings may be convened by a resolution of the Council or on the requisition of 25% of the Voting Members.

Such request shall be submitted to the Secretary General in writing or by electronic means, as a petition naming the 25% of voting members making the request for an SGM, together with an outline of their reasons and the business they wish to discuss at such meeting. The Secretary-General shall, within 7 days, verify the identity and membership status of all signatories then issue a Notice to all voting Members that a Special General Meeting is to be held in accordance with clause 22.3 of this constitution.

26. Quorum of General Meetings

26.1 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 Association shall be 10% of the Voting Members.

26.2 If within one hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the President may determine and 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.

27. Proceedings at General Meetings

27.1 The President shall, subject to these Rules, preside as Chairman at every meeting of the Association.

27.2 Adjournment of Meetings

- (a) The President may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from 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.
- (b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (c) It shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

- 27.3 At any 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:-
- (a) by the President; or
 - (b) by 15 Voting Members.
- 27.4 Unless a poll is so demanded a declaration by the President 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 Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- 27.5 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs and the result of the poll shall be the resolution of the meetings at which the poll was demanded.

28. Voting at General Meetings

- 28.1 Each Voting Member shall have one vote at General Meetings and it shall be cast by the member being present at the meeting or by postal vote, provided it is received by the Secretary General before the commencement of the meeting.
- 28.2 No other Member shall be entitled to vote.
- 28.3 Where voting at General Meetings is equal the President may exercise a casting vote.

29. Proxy Voting

- 29.1 Proxy voting shall be permitted at all General Meetings provided an approved and executed proxy form is lodged with the Secretary-General at or before the commencement of the meeting. No Member entitled to vote shall exercise more than 1 proxy vote at any one time.
- 29.2 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Councillor shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

PART VI - MISCELLANEOUS

30. Delegations

- 30.1 The Council may by instrument in writing create or establish or appoint from among its own members or from the Members of the Association or from other selected personnel as occasion may require, Special Committees, Sub Committees, Boards or individual officers and consultants to carry out such duties and functions, and with such powers as the Council determines.
- 30.2 The Council 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 Council by the Act or any other law, or these Rules or by resolution of the Association in General Meeting.
- 30.3 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.
- 30.4 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.
- 30.5 The Council may by instrument in writing, revoke wholly or in part any delegation made under this Article.

31. Regulations

- 31.1 The Council may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and taekwondo as it thinks necessary or desirable. Such Regulations must be consistent with these Rules and any policy directives of the Council.
- 31.2 All Regulations made under this Article shall be binding on the members of the Association.
- 31.3 Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Association by means of Bulletins approved by Council and prepared and issued by the Secretary-General. Bulletins are binding upon all Members.

32. Records and Accounts

- 32.1 The Secretary General shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Council and shall produce these as appropriate at each Council or General Meeting.
- 32.2 Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer and shall be made available for inspection of Members upon request.
- 32.3 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed,

drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Councillors or in such manner as the Council determines.

- 32.4 The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- 32.5 The Council will submit to the Members at the Annual General Meeting the Statements of Account of the Association as required under the Act and in accordance with these Rules.
- 32.6 The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.
- 32.7 The Treasurer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the Statements of Account, the Council's report, the auditor's report and every other document required by law to be attached to the balance sheet.

33. Auditor

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Law.

34. Notice

- 34.1 Notices may be given by the Secretary-General to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- 34.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 1 day after posting.
- 34.3 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 facsimile was received at the facsimile number to which it was sent.
- 34.4 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.
- 34.5 Notice of every General Meeting shall be given in the manner authorised in these Rules.

35. Seal

- 35.1 The Secretary-General shall provide for safe custody of the Seal.
- 35.2 The Seal shall only be used by authority of the Council, and every document to which the seal is affixed shall be signed by 2 Councillors.

36. Patron

The Association at its Annual General Meeting may appoint annually on the recommendation of the Council a Patron.

37. Indemnity

37.1 Every Councillor, officer, auditor, manager, employee or agent of the Association shall be indemnified of the property and assets of the Association against any liability incurred by him in his capacity as Councillor, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.

37.2 The Association shall indemnify its Councillors, officers, managers and employees against all damages and costs (including legal costs) for which any such Councillor, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Councillor or officer performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

38. Addition, Alteration or Amendment

38.1 No addition, alteration or amendment shall be made to this statement of purposes or the Rules of the Association unless the same has been approved by a Special Resolution.

38.2 No addition, alteration or amendment shall be made to rules 39 & 40 without the consent of the Minister.

39. Dissolution

39.1 Every member of the Association undertakes to contribute to the assets of the Association 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 Association contracted before the time at which he or she ceases to be a member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves such amount as may be required not exceeding twenty dollars (\$20.00).

39.2 If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid or distributed amongst the members of the Association, but shall be given or transferred to some body or bodies having purpose similar to the purposes of the Association which is also not carried on for profit or gain and which prohibits the distribution of its or their income and property among its or their Members and which is similarly exempt from income tax. Such body or bodies to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

40. Authority to Trade

The Association is authorised to trade in accordance with section 51 of the Act.

41. Technical Board and Committee

41.1 There shall be a Technical Board which shall be chaired by, and operate under the direction of, the Technical Director.

41.2 The Technical Board shall be comprised of members appointed by the Council.

41.3 The function of the Technical Board is to direct technical development.

41.4 All matters of a technical nature coming before the Association or the Council shall be assigned to the Technical Board.

41.5 Decisions on technical matters before the Technical Board shall be made by simple majority of its members and such decision are to be referred to the council for final determination.

42. Funds

The funds of the Association shall be derived from the entrance fees, annual subscriptions, donations and such other sources as the Council determines.