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ITFNZ

Taekwon-Do



South Island

**CONSTITUTION OF
ITFNZ TAEKWON-DO
SOUTH ISLAND
INCORPORATED**

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Note: words used in this constitution are defined in ARTICLE 42

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CONSTITUTION OF ITFNZ TAEKWON-DO SOUTH ISLAND INCORPORATED

SECTION I. OBJECTS AND POWERS

ARTICLE 1. NAME

- 1.1 The name of the organisation shall be ITFNZ Taekwon-Do South Island Incorporated, hereafter referred to as “the Region”.
- 1.2 The Region shall be registered under the Incorporated Societies Act 1908.

ARTICLE 2. OBJECTS

- 2.1 The primary objective of the Region is to promote and teach the Chang-Hon style of Taekwon-Do, the amateur sport, the martial art, and the philosophy in accordance with the constitution of the International Taekwon-Do Foundation of New Zealand Incorporated (ITFNZ), and the International Taekwon-Do Federation (ITF) and in accordance with the teachings of Gen. Choi Hong Hi, the founder of Taekwon-Do.
- 2.2 The following shall be objects of the Region, insofar as they derive from the primary object:
 - (a) be a member of ITFNZ and as such enforce the rules and regulations of ITFNZ;
 - (b) be the Regional Governing Body in the Region for the administration, promotion and development of Taekwon-Do;
 - (c) to arrange and/or organise demonstrations, camps, seminars and tournaments for the advancement of Taekwon-Do as approved by ITFNZ;
 - (d) to take an active role in the local, regional, national, and international activities of ITFNZ and the ITF as decided by the Region;
 - (e) to strive towards student friendliness, open communication, student discipline, and the achievement of high standards among members of the Region;
 - (f) to promote the tenets of Taekwon-Do;
 - (g) to promote and facilitate communication between members of the Region and bodies the Region is affiliated to;
 - (h) to protect the integrity of the art of Taekwon-Do in all aspects of the Region’s actions;
 - (i) to advertise in any manner which the Region deems appropriate for the promotion of its objects;
 - (j) to develop and train members, officials and other personnel involved in Taekwon-Do;
 - (k) to encourage participation and achievement in Taekwon-Do in the Region;

- (l) to maintain and enhance the reputation of ITFNZ, the Region and Taekwon-Do through the development and promotion of standards and practices which fulfil these Objects;
- (m) to give and seek, where appropriate, recognition or awards for Members for contribution or excellence in Taekwon-Do; and
- (n) at all times to act on behalf of, and in the interests of, the Members and Taekwon-Do.

ARTICLE 3. POWERS

3.1 The powers of the Region, insofar as to achieve the Objects (ARTICLE 2) are to:

- (a) purchase, maintain, sell, or otherwise deal with all or any part of the property of the Region;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of its real or personal property;
- (c) determine, raise and receive money by subscriptions, fees, levies, gate charges, government funding, sponsorship or otherwise, for the purposes of the Region in achieving its Objects;
- (d) purchase, hire or otherwise lawfully acquire any property and any rights and privileges required for the purposes of the Region;
- (e) determine regulations, policies and procedures for the governance and management of Taekwon-Do in the Region;
- (f) establish, organise and control Taekwon-Do tournaments, camps, seminars and other events in the Region;
- (g) enforce the Rules of Taekwon-Do;
- (h) contact, engage or otherwise make arrangements with any person or organisation to fulfil the Objects;
- (i) determine who are its members;
- (j) select, coach and manage the Regional Team for representation; and
- (k) do any other lawful acts that lead to the attainment of the above Objects.

SECTION II. MEMBERSHIP

ARTICLE 4. MEMBERSHIP CRITERIA

- 4.1 Membership shall be open to any person regardless of gender, race, religion or ability who may wish to be involved with the Chang-Hon style of Taekwon-Do developed by Gen. Choi Hong Hi, the founder of Taekwon-Do.
- 4.2 All members of the Region shall be members of ITFNZ, unless approved by the Board.
- 4.3 Membership to the Region shall not confer on any member or any other person, any privilege, estate, proprietary right, interest, or share in funds or property of the Region.
- 4.4 Every member shall declare a conflict of interest prior to speaking to a motion whereby the member or a person associated with a member has a material financial interest.
- 4.5 The Region is empowered to accept or reject any application for membership without assigning any reason therefore.

ARTICLE 5. CATEGORIES OF MEMBERSHIP

- 5.1 Member Clubs/Schools, as described in ARTICLE 6.
- 5.2 Affiliated Clubs/Schools, as described in ARTICLE 7.
- 5.3 Individual Members, as described in ARTICLE 10.
- 5.4 Life Members, as described in ARTICLE 11.
- 5.5 Other categories of membership as determined by the Board from time to time.

ARTICLE 6. MEMBER CLUBS/SCHOOLS

- 6.1 Member Clubs/Schools shall be a constituted non-profit organisation, which satisfies the criteria for a member Club/School as decided by the Region.
- 6.2 Any person who wishes to form a new Member Club/School shall first apply in writing to the Region for approval. If the Region supports the application then it will be forwarded to ITFNZ for approval. If ITFNZ approves the application then, upon the Club/School adopting a non-profit constitution in compliance with this constitution, which is approved by the Region, the club/school shall become a Member Club/School of the Region. The club/school shall not commence the teaching of classes until approval of the club/school and its instructor is given by ITFNZ and the Region.
- 6.3 If an Affiliated Club/School wishes to become a Member Club/School then upon the Affiliated Club/School adopting a non-profit constitution, which is approved by the Region, the club/school shall become a Member Club/School of the Region.

- 6.4 Each Member Club/School shall provide to the Region a copy of its constitution and any amendments to its constitution for approval. The Region may require that the constitution of a Member Club/School be amended to meet the criteria of a Member Club/School.
- 6.5 If the constitution of any Member Club/School ceases to make the club/school non-profit or does not meet any other requirements of the Region then the club/school shall become an Affiliated Club/School.

ARTICLE 7. AFFILIATED CLUBS/SCHOOLS

- 7.1 Affiliated Clubs/Schools shall be other clubs/schools who wish to be a member of the Region but do not satisfy the requirements of a Member Club/School.
- 7.2 Any person who wishes to form a new Affiliated Club/School shall first apply in writing to the Region for approval. If the Region supports the application then it will be forwarded to ITFNZ for approval. If ITFNZ approves the application then the club/school shall become an Affiliated Club/School of the Region. The club/school shall not commence the teaching of classes until approval of the club/school and its instructor is given by ITFNZ and the Region.

ARTICLE 8. OBLIGATIONS AND RIGHTS OF MEMBERS

- 8.1 Members acknowledge and agree that:
- (a) this constitution constitutes a contract between each of them and ITFNZ and the Region and that they are bound by the ITFNZ Constitution, this Constitution and any other Rules & Regulations of ITFNZ and the Region;
 - (b) they shall comply with and observe the ITFNZ Constitution and this Constitution and any other Rules & Regulations of ITFNZ and the Region;
 - (c) they are subject to the jurisdiction of ITFNZ and the Region; and
 - (d) they are entitled to all benefits, advantages, privileges and services of Membership as conferred by this Constitution and the ITFNZ Constitution.

ARTICLE 9. OBLIGATIONS AND RIGHTS OF CLUBS/SCHOOLS

- 9.1 In addition to the obligations and rights of a Club/School as a member under ARTICLE 8 each Club/School in the Region shall:
- (a) administer, promote and develop Taekwon-Do in the Region in accordance with the Objects of the ITFNZ Constitution and the Objects of this constitution;
 - (b) act in good faith and with loyalty to ITFNZ and the Region for the mutual and collective benefit of the Members and Taekwon-Do;
 - (c) have as its members any Individual Members and any other Members as it considers appropriate;
 - (d) adopt the Objects of ITFNZ and the Region;

- (e) apply its property and capacity in the pursuit of the Objects of ITFNZ and the Region; and
- (f) at all times act in the best interest of Taekwon-Do and the members of ITFNZ and the Region.

ARTICLE 10. INDIVIDUAL MEMBERS

10.1 An Individual Member is:

- (a) a person who is a member of a Club/School of the Region; or
- (b) a person who is an Officer or other appointed personnel of the Region or a School/Club; or
- (c) a person who officiates or umpires for the Region; or
- (d) a person who coaches or manages for the Region or a Club/School.

10.2 An individual in ARTICLE 10.1 shall become an Individual Member upon any of the following:

- (a) becoming a member of a Club/School; or
- (b) the individuals election or appointment as an Officer, Coach or Manager of the Region, or a Club/School; or
- (c) the individuals completion of an officiating or umpiring qualification.

10.3 Individual Membership confers the right, within reasonable limits as determined by the Region, to be present and be heard at meetings of the Region.

ARTICLE 11. LIFE MEMBERS

11.1 The Region may bestow Life Membership to any person in recognition of outstanding work for the Region.

ARTICLE 12. REGISTER OF MEMBERS

12.1 The Region shall keep and maintain a Register of members

12.2 Information to be kept for a Club/School shall be as follows:

- (a) full name of the Club/School;
- (b) address of the Club/School;
- (c) names and addresses of the Officers of the Club/School;
- (d) name(s) of the Club/School Instructor(s);
- (e) qualifications of the Club/School Instructor(s); and

- (f) any other information as determined by the Board.

12.3 Information to be kept on an individual member shall be:

- (a) full name;
- (b) address;
- (c) occupation;
- (d) the name of the club/school of which they are a member, if any; and
- (e) any other information as determined by the Board.

ARTICLE 13. TERMINATION OF MEMBERSHIP

13.1 Membership in the Region may be terminated under the following circumstances:

- (a) leaving the Region e.g. by verbal or written request to the Region;
- (b) any club/school that remains unfinancial for 28 days after the date of the rendered account may have their membership terminated;
- (c) breach of rules or misconduct as laid out in ARTICLE 14; or
- (d) any individual member who ceases to be a Coach, Manager, Umpire or Officer of the Region, or a Club/School, and does not qualify as a member in another way.

13.2 All terminations of membership, with the exception of voluntary termination, may be subject to appeal to the Region in writing.

ARTICLE 14. BREACH OF RULES OR MISCONDUCT

14.1 The Board or its appointee may withdraw, suspend or terminate membership, or otherwise discipline, any member who breaches, or encourages or instigates any other member to breach, the provisions of this Constitution or the ITFNZ Constitution, or in any official policy document, code of conduct, regulations, by-laws, policies, procedures or rules of competition of the Region or ITFNZ or if a member acts in a manner which is considered by the Board to be harmful to the Region or ITFNZ or is inconsistent with the standards of behaviour expected of a member.

14.2 If in the opinion of the Board the conduct of a Member shall have been such as might warrant taking action of a disciplinary nature, the Board or its appointee may forthwith suspend such member from the privileges of the Region until such time as the Board or its appointee has considered such conduct.

14.3 A Member who has their membership withdrawn, suspended or terminated by the Board or their appointee shall not be entitled to any right or privilege of a Member, but shall not excuse them from being bound by this Constitution. Any such Member may apply for the matter to be reviewed by such process as specified in any

regulations, by-laws, policies, procedures of the Region or ITFNZ, however the decision of the Board after such a review shall be final.

14.4 Any member who has their membership withdrawn, suspended or terminated shall forfeit all rights in and claim upon the Region and ITFNZ and their property and shall have no claim against the Region or ITFNZ, whether for damages or otherwise, howsoever.

SECTION III. OFFICERS AND BOARD

ARTICLE 15. OFFICERS

15.1 The officers of the Region shall be:

- (a) the President; and
- (b) the Patron

15.2 The Patron shall be invited by the Board, subject to being approved by Ordinary Resolution by the Council, to be Patron. They shall be entitled to attend and speak at Council meetings but shall have no right to vote.

15.3 The President shall be elected by Ordinary Resolution of the Council. The President shall hold office for two (2) years until the conclusion of the Annual General Meeting where their tenure falls due. The President is eligible for re-election at the end of their tenure in office.

15.4 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under ARTICLE 17.

15.5 The President shall have the right to attend and speak at Board and Council Meetings, but shall have no right to vote, unless they are the Chairperson at a Council Meeting, in which case they are entitled to the casting vote under ARTICLE 32.

15.6 The President shall not be able to hold the position of President and that of a Board Member at the same time.

ARTICLE 16. BOARD

16.1 The Board is responsible for determining strategies, policies and financial arrangements of, and for, the Region.

16.2 The Board shall consist of four (4) persons being:

- (a) two (2) persons elected at the Annual General Meeting, under ARTICLE 17; and
- (b) two (2) persons appointed by the Board Appointment Panel, under ARTICLE 18.

16.3 Following the election and appointment of the Board Members under ARTICLE 17 and ARTICLE 18, the Board Members shall within one (1) month of the end of the Annual General Meeting, appoint a Chairperson of the Board.

16.4 All Board members shall have the right to attend, speak and vote at all Board Meetings.

ARTICLE 17. ELECTED BOARD MEMBERS

17.1 The Elected Board Members shall be elected by an Ordinary Resolution at the Annual General Meeting, following nomination by at least one (1) School/Club or the Board.

17.2 Nominations for Elected Board Members and the President may be made in the approved form by Schools/Clubs and the Board, and shall be received by the registered office of the Region not less than 21 days (3 weeks) before the date set for the Annual General Meeting.

ARTICLE 18. APPOINTED BOARD MEMBERS

18.1 The Board Appointment Panel shall be established by the Board no later than two (2) months prior to the Annual General Meeting each year, or at such other time as directed by Council following the removal of an Appointed Board Member under ARTICLE 23.

18.2 The Board Appointment Panel shall consist of three (3) persons being:

- (a) one (1) nominee of the Institute of Directors (NZ) Inc or Sport and Recreation New Zealand or an equivalent organisation as determined by the Board; and
- (b) the President, or their nominee; and
- (c) one (1) other person nominated by the Board.

18.3 Applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of the Region no later than 14 days (2 weeks) days before the Annual General Meeting or 14 days (2 weeks) before the Board Appointment Panel is due to meet where it is required to determine a replacement for an Appointed Board Member who has been removed under ARTICLE 23. In addition the Board Appointment Panel shall advertise publicly or invite applications for Appointed Board Members.

18.4 An applicant for an Appointed Board Member may also be a nominee for an Elected Board Member, provided that if such nominee is elected as an Elected Board Member at the Annual General Meeting, their application for an Appointed Board Member shall automatically be withdrawn.

18.5 Following assessment, and if necessary considering further information obtained from the applicants, the Board Appointment Panel shall determine the Appointed Board Members within fourteen (14) days after the Annual General Meeting, or where

an Appointed Board Member has been removed (under ARTICLE 23), within fourteen (14) days of the Council Meeting in which that resolution was passed.

ARTICLE 19. TERM OF OFFICE OF BOARD MEMBERS

- 19.1 The terms of office of Board Members shall be such that at each Annual General Meeting the term of office of one (1) Elected Board Member and one (1) Appointed Board Member shall expire.
- 19.2 The term of office for all Board Members shall be set at the time of their election or appointment to maintain the rotation of the Board Members terms of office as set out in ARTICLE 19.1 and be for a maximum of two (2) years, expiring at the conclusion of the relevant Annual General Meeting.
- 19.3 Any Board Member may be re-elected, under ARTICLE 17, or re-appointed ARTICLE 18 for subsequent and consecutive terms in office.

ARTICLE 20. VACANCIES ON THE BOARD

- 20.1 A Board Member who is regularly absent from Board Meetings without prior approval or without reasonable explanation, shall upon resolution of the Board be deemed to have vacated their office as a Board Member.
- 20.2 Any vacancy on the Board, which occurs during any Board Member's term of office, may be filled by the Board, until the next Annual General Meeting.
- 20.3 The term of office for a Board Member appointed to fill a vacancy shall expire at the following Annual General Meeting at which time the person to fill the vacancy shall be determined under ARTICLE 17 if the vacancy was an Elected Board Member, or under ARTICLE 18, if the vacancy was an Appointed Board Member.

ARTICLE 21. RESPONSIBILITIES AND POWERS OF THE BOARD

- 21.1 The Board shall be responsible for and have the power to:
- (a) develop and implement strategies, policies and procedures for the administration, promotion and development of ITF Taekwon-Do in the Region in accordance with the same made by ITFNZ; and
 - (b) develop and implement prudent policies to protect and enhance the Region's finances and property; and
 - (c) employ staff, determine the terms and conditions of employment, and if necessary terminate such employment; and
 - (d) employ, engage or otherwise appoint personnel to committees, positions or roles within the Region as it considers appropriate and, determine the terms and conditions of such employment, engagement or appointment, and if necessary terminate such employment, engagement or appointment; and

- (e) establish, appoint and determine the composition of any commissions, committees or groups of the Region it considers appropriate to assist it to carry out its responsibilities; and
- (f) establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Region; and
- (g) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board; and
- (h) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it; and
- (i) determine the yearly calendar for events in the Region and national and international events in New Zealand or overseas that the Region will support; and
- (j) resolve and determine any disputes or matters not provided for in this Constitution; and
- (k) subject to this Constitution, fill vacancies of the Board; and
- (l) do all other acts and things which are within the Powers and Objects of the Region and which the Board considers appropriate.

ARTICLE 22. MEETINGS OF THE BOARD

22.1 The Board shall meet at such places and times, and in such manner, as it deems appropriate.

22.2 The Chairperson shall chair Board meetings, or in their absence any other Board Members as decided by the Board.

22.3 There shall not be less than three (3) Board Members present at a meeting of the Board to constitute a quorum.

22.4 A meeting of the Board may be held where one or more of the Board Members 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; and
- (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed to from time to time by the Board and such notices specify that Board Members are not required to be present in person at the meeting; and
- (c) if a failure in communication prevents ARTICLE 22.4(a) from being satisfied and such a failure results in the quorum not being met, the meeting shall be suspended until ARTICLE 22.4(a) is satisfied again. If ARTICLE 22.4(a) is

unable to be satisfied again then the meeting shall be deemed to be terminated or adjourned.

22.5 Any meeting held where one or more of the Board Members are not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided that a Board Member is present there, and if no Board Member is present there, then the meeting is deemed to be held at the place where the Chairperson is located.

22.6 Each Board Member shall have one vote at Board Meetings. All decisions and resolutions of the Board shall be determined by at least three (3) Board Members voting in favour of the decision or resolution.

22.7 A resolution in writing, signed or assented to, by facsimile, or other form of visible or other electronic communication, by at least three (3) members of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board. Any such resolution may consist of several different documents in like form each signed by one or more Board Members.

ARTICLE 23. REMOVAL OF A BOARD MEMBER OR OFFICER

23.1 The Council in a Special General Meeting, called for this purpose, may by Special Resolution, remove any Board Member or Officer before the expiration of their term in office.

23.2 A Board Member or Officer removed from office shall not be eligible for re-election or re-appointment for a minimum period of two (2) years.

23.3 Where a removed Board Member is an Elected Board Member then a Special General Meeting of the Council shall be called to replace the Board Member between twenty (20) days and forty (40) days after the Special General Meeting where the resolution was passed to remove the Board Member.

23.4 Where the President is removed then a Special General Meeting of the Council shall be called to replace the President between twenty (20) days and forty (40) days after the Special General Meeting where the resolution was passed to remove the President.

23.5 Where a removed Board Member is an Appointed Board Member the Council shall request the Board Appointment Panel to, under ARTICLE 18, appoint another person in their place.

23.6 Upon the President receiving a request for a Special General Meeting in accordance with ARTICLE 30 for the purpose of removing a Board Member, they shall send notice of the meeting to the Board Member concerned as well as other entities as required under ARTICLE 31.

23.7 Following notification under ARTICLE 23.6 and before voting on the remit to remove a Board Member under ARTICLE 23.1 the Board Member affected by the remit shall be given the opportunity prior to, and at, the Special General Meeting, to make

submissions in writing and/or verbally to the Board, the Regional Entities and Schools/Clubs about the remit.

SECTION IV. GENERAL MEETINGS

ARTICLE 24. COUNCIL

24.1 The Council is the governing body of the Region.

24.2 The Council shall be made up of the President and the delegates.

24.3 The Chairperson of the Council shall be the President or their nominee.

24.4 The Council shall meet annually which shall be the Annual General Meeting of the Region. It may also meet at any other time in a Special General Meeting, called under this Constitution.

24.5 All references to a Council Meeting in this Constitution mean an Annual General Meeting or Special General Meeting.

ARTICLE 25. DELEGATES

25.1 The delegates for a Council Meeting shall be:

(a) one (1) individual elected or appointed by each School/Club.

25.2 The names of the delegates shall be forwarded to the President prior to the commencement of each Council Meeting.

25.3 The Board shall also be present at Council Meetings and be able to speak but not able to vote.

ARTICLE 26. POWERS OF THE COUNCIL

26.1 The Council shall act in accordance with the Objects and for the mutual and collective benefit of the Region, ITFNZ, the Members and Taekwon-Do.

26.2 The Council shall have power in Council Meetings to:

(a) determine major strategic direction of the Region, in line with the strategic direction of ITFNZ;

(b) alter this Constitution;

(c) review the performance of the Region and the Board;

(d) be the final arbiter on matters referred to it under this Constitution;

(e) elect the President and the Elected Board Members; and

(f) remove the President or Board Members subject to ARTICLE 23

26.3 The chairperson of a Council Meeting must allow a reasonable opportunity for the Council to question, discuss, or comment on the management, however the Council shall not have the power to alter management decisions. No resolution passed by the Council relating to management of the Region shall be binding on the Board unless the Board has departed from the Objects of the Region.

ARTICLE 27. ANNUAL GENERAL MEETING

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

ARTICLE 28. NOTICE OF ANNUAL GENERAL MEETING

28.1 An initial notice, in writing, shall be sent to the Board, the President, and all schools/clubs and persons entitled to vote, and posted on the Regional and/or ITFNZ Website, at least 28 days (4 weeks) prior to the Annual General Meeting. This initial notice shall specify:

- (a) the date and the city of the meeting,
- (b) the dates and time that resolutions to the constitution, to be put before the meeting, are to be submitted as laid out in ARTICLE 34; and
- (c) the closing date for any general business items, to be put at the Annual General Meeting, are to be submitted; and
- (d) the closing date for nominations for Elected Board Members as laid out in ARTICLE 17 and applications for Appointed Board Members as laid out in ARTICLE 18; and
- (e) any other information that will aid in the smooth running of the Annual General Meeting.

28.2 An second and final notice, in writing, shall be sent to the Board, the President, and all schools/clubs and persons entitled to vote, and posted on the Regional and/or ITFNZ Website, at least 14 days (2 weeks) prior to the Annual General Meeting. This initial notice shall specify:

- (a) the date, venue, and time of commencement of the Annual General Meeting; and
- (b) that payment of all fees or other monies payable to the Region or ITFNZ are to be made, in full, at least 7 days prior to the Annual General Meeting in order for that member to be entitled to be counted for voting purposes; and
- (c) the resolutions to the constitution, appropriately received in accordance with ARTICLE 34; and
- (d) any general business items and nominations for nominated Board Members received.

ARTICLE 29. AGENDA AND BUSINESS TO BE DISCUSSED

29.1 The business to be transacted at the Annual General Meeting includes:

- (a) to receive and approve the Annual Report and accounts of the Region for the preceding year; and
- (b) items of business of which notice has been given under ARTICLE 28; and
- (c) election of the President and Elected Board Members who's terms have expired; and
- (d) alterations to this Constitution in accordance with this Constitution.

29.2 Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those Members entitled to vote at the meeting.

ARTICLE 30. SPECIAL GENERAL MEETINGS

30.1 A Special General Meeting of the Region shall be convened on receipt of a written request to the President by either:

- (a) the Board, or
- (b) at least three quarters of Schools/Clubs on the register of the Region, or
- (c) at least three quarters of the total voting strength of the Region.

30.2 The request shall state the objects and reasons for requisitioning such a meeting. Upon receipt of such a request, the President shall cause notice to be given of a Special General Meeting in accordance with ARTICLE 31 within seven (7) days of receiving such a request.

ARTICLE 31. NOTICE OF SPECIAL GENERAL MEETING

31.1 Subject to ARTICLE 23 upon receipt of a request for a Special General Meeting under ARTICLE 30 not less than 14 days (2 weeks) written notice must be given to the Board and the Schools/Clubs.

31.2 The notice shall state:

- (a) the date and place for the Special General Meeting; and
- (b) the item(s) of business to be discussed.

31.3 No other item may be discussed at a Special General Meeting that is not included in the notice.

ARTICLE 32. VOTING AT COUNCIL MEETINGS

- 32.1 Each School/Club present at a Council Meeting, either in person by its delegate, or by proxy, shall be entitled to one (1) vote per 20 Individual Members, or part thereof, who are members of that School/Club.
- 32.2 The Chairperson of the meeting shall have a casting vote in the event of an equality of votes.
- 32.3 Decisions or resolutions shall be passed by Ordinary Resolution, except for alterations to this constitution or the appointment of a liquidator, which shall be passed by Special Resolution, unless otherwise specified by this Constitution.
- 32.4 Voting shall be either in person or by proxy.
- 32.5 Any member eligible to vote may appoint another person to be their proxy to vote on their behalf. The appointment of proxy must be on paper, signed by the member making the appointment and must identify the Council Meeting to which the appointment applies. The appointment of proxy must be presented to the Chair of the meeting before the commencement of proceedings to be valid.

ARTICLE 33. QUORUM

- 33.1 At least 51% of the total voting strength of the Members must be present at a Council Meeting, either in person or by proxy, to constitute a quorum.
- 33.2 In the event of there being no quorum at an Annual General Meeting, then the Annual General Meeting shall be deemed to be adjourned for fourteen (14) days thereafter. Should the number of persons present at the second meeting be insufficient to form a quorum, the persons present shall form the quorum and they are entitled to pass resolutions by three quarters (75%) of those members present and voting, provided that resolutions are only passed on items included in the notice of the Annual General Meeting and such an adjourned meeting shall have no power to alter this Constitution or appoint a liquidator.
- 33.3 If no quorum is present at a Special General Meeting then the meeting is deemed to be terminated.

SECTION V. MISCELLANEOUS

ARTICLE 34. AMENDMENT OF CONSTITUTION

- 34.1 No amendment shall be made to the Constitution and Rules except by Special Resolution at a Council Meeting of the Region.
- 34.2 Such amendments shall be void unless notice of the proposed amendments is in the hands of the President no later than 21 days (3 weeks) before the General Meeting.
- 34.3 Provided no addition to or alteration or recession of these rules shall be permitted if it affects the amateur sport promotion objects, pecuniary gain clause (ARTICLE 36.3) or liquidation article (ARTICLE 40) without the approval of the Inland Revenue

Department. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

34.4 Any member may submit an amendment to a Council Meeting or speak to an amendment at a Council Meeting.

ARTICLE 35. AFFILIATION

35.1 The Region shall be affiliated to the ITFNZ and hence bound by its constitution, rules and policies.

ARTICLE 36. FINANCIAL

36.1 The financial year of the Region shall be from the 1st day of January to the 31st day of December

36.2 The profits and other income of the Region shall be applied to the promotion of the Objects as set forth in the Constitution.

36.3 No member or any person associated with a member shall participate in or materially influence any decision made by the Region in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being an open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

36.4 Nothing in ARTICLE 36.3 shall prevent the reimbursement of reasonable expenditure properly incurred by any person on behalf of the Region or the payment in good faith of reasonable and proper remuneration for the usual professional, business or trade charges to any person for services rendered to the Region, provided that the payment:

- (a) does not exceed the open market value for the services provided; and
- (b) provided further that the payment would not result in the Region losing its exemption from income tax under section CW 39 of the Income Tax Act 2004, or amendment thereof.

ARTICLE 37. ANNUAL REPORT

37.1 The Board shall prepare an Annual Report for presentation at the Annual General Meeting which contains:

- (a) the financial statements of the Region as required under the Act; and
- (b) an annual report of the years activities.

ARTICLE 38. COMMON SEAL

38.1 The Region shall have a common seal

38.2 The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Act.

ARTICLE 39. INDEMNITY

39.1 The Region shall indemnify its Board Members, Officers, and employees against all damages and costs, including legal costs, for which any such Board Member, Officer, or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:

- (a) in the case of a Board Member or Officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Region.

ARTICLE 40. LIQUIDATION

40.1 The Region may voluntarily be put into liquidation if:

- (a) a liquidator is appointed by Special Resolution in a Council Meeting called for that purpose; and
- (b) such an appointment is confirmed by Special Resolution in a subsequent Council Meeting, called for that purpose, and held not later than thirty (30) days after the date on which the initial appointment of the liquidator was made.

40.2 Upon the confirmed appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the Region.

40.3 If upon winding up or liquidation/dissolution of the Region there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Region, but shall be given or transferred to ITFNZ which is an amateur sport promoter, or to another organisation or organisations which are amateur sport promoters, with similar objects to the Region, within New Zealand.

40.4 The body or bodies in ARTICLE 40.3 shall be decided, subject to the Act and the provisions of this Constitution, in a Council Meeting at or before the time of liquidation. If the Council are unable to decide then the body or bodies shall be determined by the liquidator.

ARTICLE 41. INTERPRETATION OF CONSTITUTION

41.1 The Council shall be the sole authority for the interpretation of these rules and the decisions of the Council shall be binding.

ARTICLE 42. INTERPRETATION

42.1 In these Articles unless there is something in the subject or context inconsistent therewith:

- “Act” means the Incorporated Societies Act 1908 and its amendments.
- “Affiliated School/Club” means a group of individuals calling themselves a school or club operating as a business or without written rules which administers, promotes and develops ITF Taekwon-Do, as described in ARTICLE 7.
- “Amateur Sport Promoter” means an entity who holds an income tax exemption in accordance with section CW 39 of the Income Tax Act 2004.
- “Annual Report” means the report described in ARTICLE 37.
- “Annual General Meeting” means the Council Meeting held annually as described in ARTICLE 27 to ARTICLE 29.
- “Appointed Board Member” means a person appointed as a Board Member under ARTICLE 18.
- “Appointed Personnel” means individuals who are appointed by the Board to positions of responsibility within the Region which are unpaid.
- “ARTICLE” means an ARTICLE of this Constitution.
- “Board” means the Board as defined in ARTICLE 16.
- “Board Appointment Panel” means the panel of persons established under ARTICLE 18.
- “Board Members” means the Elected Board Members and Appointed Board Members elected and appointed under ARTICLE 17 and ARTICLE 18 respectively.
- “This Constitution” means this constitution as it may be altered from time to time in accordance with the Act.
- “Council” means the Council of the Region as defined in ARTICLE 24.
- “Council Meeting” means an Annual General Meeting or a Special General Meeting as described in ARTICLE 27 to ARTICLE 33.
- “Delegate” means a person who is elected or appointed to be a representative at a Council Meeting under ARTICLE 25.
- “Elected Board Member” means a person elected as a Board Member under ARTICLE 17.

- “Event” means any competition, tournament, camp, seminar, course or other activity held by or on behalf of the Region or ITFNZ.
- “Individual Member” means the individuals described in ARTICLE 10.
- “ITF” means the International Taekwon-Do Federation.
- “ITFNZ” means the International Taekwon-Do Foundation of New Zealand Incorporated and includes its officers, employees, Board Members and agents.
- “Life Member” means the individuals described in ARTICLE 11.
- “Member” means the members of the Region as described in ARTICLE 5.
- “Member School/Club” means a constituted non-profit organisation, either incorporated or unincorporated, which administers, promotes and develops ITF Taekwon-Do, as described in ARTICLE 6.
- “Month” means calendar month.
- “Objects” means the Objects of the Region as described under ARTICLE 2.
- “Ordinary Resolution” means a resolution at a Council Meeting that is approved by a 50% majority of the voting strength of those members entitled to vote on the remit or motion.
- “Officer” means the individuals elected or appointed under ARTICLE 15.
- “Patron” means the individual appointed under ARTICLE 15.1(b).
- “Person” includes partnerships, associations, and corporations as well as individuals;
- “President” means the individual elected under ARTICLE 15.1(a).
- “The Region” means ITFNZ Taekwon-Do South Island Incorporated and includes its Board Members, officers, employees, appointed personnel, and agents.
- “Register” means the register of members specified in ARTICLE 12.
- “School/Club” means either a Member School/Club or an Affiliated School/Club as defined in this ARTICLE.
- “Special General Meeting” means a Council Meeting held annually as described in ARTICLE 30 and ARTICLE 31.
- “Special Resolution” means a resolution at a Council Meeting that is approved by a 75% majority of the voting strength of those members entitled to vote on the remit or motion.

- “Taekwon-Do” means the Chang-Hon style of Taekwon-Do, the amateur sport, the martial art, and the philosophy in accordance with the International Taekwon-Do Federation (ITF) and in accordance with the teachings of Gen. Choi Hong Hi, the founder of Taekwon-Do.

42.2 Words importing the singular number only include the plural number and vice versa and words importing the masculine gender include the feminine gender and vice versa.

42.3 Present tense applies to future time - This Constitution is always speaking. Whenever any matter or thing is expressed in the present tense, then the matter or thing is applied to the circumstances as they arise, so that effect may be given to this Constitution and every part of it according to its spirit, true intent, and meaning.

These are the rules marked "A" referred to in the annexed declaration
of Helen Caley (Secretary) made this
22nd day of March 2009

"A"
CONSTITUTION OF
ITFNZ TAEKWON-DO SOUTH ISLAND INCORPORATED

.....
Kris Herbison (Regional Director)

.....
Helen Caley (Secretary)

.....
David Oliver (Club Delegate)