

CONSTITUTION

OF

BLACK SWAN TAEKWONDO

INC.

BLACK SWAN TAEKWONDO INC.

Index

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This is the annexure of pages marked "A" referred to in the Form No.
Signed by me and dated/...../.....

Signature(s)

RULES OF ASSOCIATION

Name of Association

1 The name of the Association is

Black Swan Taekwondo Inc. (the "Association").

Definitions

2 In these rules, unless the contrary intention appears-

"Affiliated body" means a body that is administered by a person not registered as a Head Instructor member of the Association, or an Association administered by persons who are individually or severally members of the Association defined under Rule 7;

"Affiliated club" means a club that is administered by a person registered as a Head Instructor member of the Association as defined under Rule 7;

"Head Instructor" means an individual who:

- (a) is over 18 years of age;
- (b) holds a minimum registered rank of 4th Dan;
- (c) is responsible for the administration and instruction of a club

"annual general meeting" is the meeting convened under paragraph (b) of rule 20 (1);

"Council" means the Executive Council of the Association;

"Councillor" means a member of the Executive Council;

"Council meeting" means a meeting referred to in rule 19;

"Councillor" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 14 (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months fixed by the council being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

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

"member" means member of the Association under rule 8;

"Judiciary Committee" means the Judiciary Committee as appointed under these Rules;

"Practitioner" means a person who practises the martial Art of Taekwondo

“Voting Member” means a Voting member of the Association defined under Rule 8.

"ordinary resolution" means resolution other than a special resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“special general meeting” means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the President" means-

(a) in relation to the proceedings at a Council meeting or general meeting, the person presiding at the Council meeting or general meeting in accordance with rule 14; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 14 (1) or, if that person is unable to perform his or her functions, the Vice President;

“the Commissioner” means the Commissioner for Fair Trading exercising powers under the Act;

"the Council" means the Executive Council of the Association referred to in rule 14 (1);

"the Secretary" means the Secretary referred to in paragraph (c) of rule 14 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 14 (1);

"the Vice-President" means the Vice-President referred to in paragraph (b) of rule 14 (1).

“Regulations” means any regulations made by the Council under Rule 26;

Expressions referring 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.

“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 actively conducted, promoted or administered by the Association;

“Life Member” means a Life Member of the Association;

Objects of the Association

3 The objects of the Association are-

1. Advance through promotion and development the martial art and sport of Taekwondo
2. Assist the conduct and development of all aspects of Taekwondo in conjunction with other like organisations
3. Develop all possible Taekwondo practioners including the elite athlete, juniors, seniors, disabled, indigenous groups and minority groups.
4. Use and protect the Intellectual Property of the Association including but not limited to logos, trademarks, copyright and names in any equipment, product, publication or event developed by the Association:
5. Develop a sense of sportsmanship and a high degree of proficiency in practitioners of the art;
6. Enable practitioners to achieve a high level of physical and mental fitness through the teaching and practise of Taekwondo;
7. Strive for governmental, commercial and public recognition of the Association and Taekwondo;
8. Promote the health And safety of practitioners;
9. Encourage practitoners to realise their potential and athletic abilities by extending to them the opportunity of education and participation in the art of Taekwondo;
10. Further develop the Association 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, certificates and award trophies or medallions to successful practitioners and members.
11. Encourage and promote performance enhancing drug free competitions; undertake or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.
12. undertake, and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of the Association

4 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) Acquire, hold, deal with, and dispose of any real or personal property;

- (b) Open and operate bank accounts;
- (c) Invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
- (i) promote any other person or company for any purpose calculated to benefit the association
- (j) do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.
- (k) Produce, develop, create, licence and otherwise exploit, use and protect such intellectual property, including but not limited to logos, trademarks, copyright and names in any product, publication or event of the Association;

Liability of Members

5

The liability of the Members of the Association is limited.

Interpretation Clause

6

(a) The specification of the objects of the Association in clause 3, and the powers in clause 4, of this Statement, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any other purpose or power which is specified in detail is more important than any purpose or power which has not been specified in detail, and no particular purpose or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

(b) If any provision of this Statement or any phrase contained in it 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 this Statement or affecting the validity or enforceability of that provision in any other jurisdiction.

- (c) In this statement;
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing any gender include the other genders;
 - (iii) references to persons include corporations and bodies politic;
 - (iv) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - (v) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments of any of them (whether of the same or any legislative authority having jurisdiction);
 - (vi) words and phrases defined in the Rules of the Association will apply to this Statement, unless the context otherwise requires.

Affiliated clubs and affiliated bodies

- 7) (1) An application for affiliation by a club or body must be:
 - (a) in writing on the form prescribed by the Council from time to time, and from the club or body or its nominated representative,
 - (b) accompanied by a copy of the club or body's constitution, if any, which must be acceptable to the Association and be substantially in conformity with these Rules; and
 - (c) accompanied by the appropriate fee, if any.
- (2) The Association may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection whether the applicant club or body has complied with the requirements in Rules 7 (1) or not. Where the Association rejects an application it will refund any fees forwarded with the application. An applicant will have the right to seek a review by the Council of the decision rejecting its application. The rejected applicant must initiate such a review in writing to the Council within 14 days of being rejected by the Association.
- (3) Where an affiliated club or body is in the process of incorporating, subject to rule 8 (b) the nominated representative of the affiliated club or body shall represent the club or body for membership purposes under these Rules until the club or body is incorporated.
- (4) Affiliated clubs or bodies must re-affiliate annually. Upon re-affiliation a club or body must lodge with the Association any amendments to its constitution or changes in its nominated

representative. Each affiliated club or body will ensure that its constitution is amended in conformity with amendments made to these Rules and the rules of the relevant divisions.

- (5) Subject to these Rules where a club or body is an affiliated club or body, the individual members of that club or body shall be Members of the Association upon applying for and paying the appropriate fee (if any) for individual membership. Where a club ceases to be an affiliated club or body, the individual members of that club or body will cease to be Members of the Association 1 month after the club or body affiliation ceases.
- (6) Individual members of the association must renew their membership of their own clubs or bodies annually.

Qualifications for membership of the Association

8 (1) The Members of the Association shall consist of:

- (a) Members who shall have voting rights at General Meetings of the Association;
- (b) Affiliated clubs or bodies, which shall not have any voting rights at General Meetings of the Association;
- (c) Individual members of affiliated clubs and bodies, who shall have voting rights at General Meetings of the Association, and the right to attend and debate at such meetings; subject to completing the requirements under rule 8 (5) and 8 (6) and 8 (8)
- (d) Life Members, who shall have voting rights at General Meetings of the Association, and the right to attend and debate at such meetings.

(2) A Voting Member must be a member of the Association

(3) 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 be 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.

(4) The Council has the power from time to time to create new classes of membership even if the affect of this is to alter right, privileges or obligations of an existing class of members.

(5) A person who wishes to become a member must-

- (a) apply for membership to the Council in writing- on the form prescribed by the Council from time to time,
- (b) accompanied by the appropriate fee, if any.

(6) The Association may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection. whether the applicant has complied with the requirements in Rules 8 (1) or not. Where the Association rejects an application it will refund any fees forwarded with the application. An applicant will have the right to seek a review by the Council of the decision rejecting its application.

(7) An applicant whose application for membership of the Association is rejected under sub-rule (6) must, if he or she wishes to appeal against that decision, give notice to the Secretary in writing of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(8) Where the Association accepts an application, the secretary shall, upon payment of the first year's annual subscription, enter the applicant's name in the register of Members and upon the name being so entered, the applicant becomes an Individual Member of the Association.

Effect of Membership

9 (1) Members acknowledge and agree that:

- (a) these Rules constitute an agreement 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 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 the Association membership.
- (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 through their representatives;
 - (c) to engage and participate in any activity approved, sponsored or recognised by the Association;
 - (d) to conduct any activity approved by the Association

Register of members of Association

10 (1) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining-
in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.

(3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 12 to be deleted from the register of members referred to in sub-rule (1).

Subscriptions of members of the Association

11 (1) 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.

(2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Council from time to time determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Council decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Council allows.

Termination of membership of the Association

12 Membership of the Association may be terminated upon-

- (a) receipt by the Secretary or another Council member of a notice in writing from a member of his or her resignation from the Association.
Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Council for subscriptions to be paid, unless the Council decides otherwise in accordance with rule 10 (3);
or
- (c) Membership of the Association may be terminated 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.
- (d) Membership which has been terminated under Rule 12 (c) may be reinstated at the discretion of the Council.
- (e) A Member who ceases to be a Member shall forfeit all right in and claim upon the Association and its property including Intellectual Property.
- (f) 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 termination. The name of such Member shall be removed from the Register of Members.
- (g) Notwithstanding Rule 13 the Council may expel or suspend a Member or an affiliated club or body which has not re-affiliated with the Association or an individual member of an affiliated club or body who has not renewed his affiliated club membership, within 1 month of re-affiliation or membership renewal falling due.
- (h) When an individual member fails to renew his club membership within 3 months of being required to do so his membership of the Association lapses.
- (i) A Member who has been expelled or suspended under Rule 12 or 13 or whose membership has lapsed under Rule (12):
 - (a) must re-apply for membership in accordance with these Rules; but
 - (b) may be re-admitted at the discretion of the Council.

Suspension or expulsion of members of Association

13 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, and affiliated club or body 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 as set out in the Regulations. The process of natural justice shall be afforded to the Member.

- (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 13 (a), 13 (b), 13 (c) of these Rules. The Committee shall operate under the principles and procedures set out in the Regulations.

Executive Council

14 (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by The Executive Council consisting of-

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) not less than 2 other persons.

(f) Notwithstanding rule (14) (1) To ensure that the Association's Executive Council possesses the skills, knowledge and experience necessary to provide proper stewardship and control of the Association: in keeping with the objects of the association; at least (2) two of the executive council members must have extensive knowledge and experience in Taekwondo

(g) an appropriate mix of external expertise in commerce, finance, marketing, law or business generally or such other skills which compliment the council's composition should exist on the association's executive council:

(h) a qualified and skilled President is in place;

(i) To ensure that some Executives appointed to the Executive Council are not members of the Association, where appropriate: the Executive Council shall have an external board member(s) with knowledge of business activities or such other skills which compliment the councils composition.

(j) The Executive Council may revise the Executive Councillor position names to other position names.

(2) Council members must be elected to membership of the Council at an annual general meeting or appointed under sub-rule (8).

(3) Subject to sub-rule (8), Councillors elected under these Rules shall hold office for a term of two years from their election. Councillors shall be elected every two years at the Annual General Meeting of the Association, but he or she is eligible for re-election to membership of the Council.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Council unless a member has nominated him or her for election by delivering notice in writing on the prescribed form provided for that purpose; of that nomination, signed by-

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 14 days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may -

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

(6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Council does not exceed the number of vacancies in that membership to be filled-

- (a) the Secretary must report accordingly to; and
- (b) the President must declare those persons to be duly elected as members of the Council at, the annual general meeting concerned.

(7) If vacancies remain on the Council after the declaration under sub-rule (6), additional nominations of Council members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of the Council. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Council, elections for those positions must be conducted.

(8) If a vacancy remains on the Council after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Council-

- (a) the Council may appoint a member to fill that vacancy; and
- (b) a member appointed under this sub-rule will -
 - (i) hold office for the balance of the replaced Councillor's term until the next election year.
 - (ii) be eligible for election to membership of the Council, at the next following election year.

(c) 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 the Councillors, they may act only for the purpose of increasing the number of Councillors to a number sufficient to constitute such a quorum.

(d) Subject to these Rules all Councillors shall continue in office for 2 years

(9) The Council may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Council thinks fit) the exercise of such functions of the Council as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Council by the Act or any other law.

(10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Council may continue to exercise any function delegated.

(11) The Council may, in writing, revoke wholly or in part any delegation under sub-rule (9).

President and Vice-President

15

(1) Subject to this rule, the President must preside at all general meetings and Council meetings.

(2) In the event of the absence from a general meeting of-

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of-

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a Council member elected by the other Council members present at the Council meeting,

must preside at the Council meeting.

Secretary

16 The Secretary must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Council and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 8;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Council and persons who are authorised to use the common seal of the Association under rule 27; and
 - (B) the names and residential or postal addresses of any persons, who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than

those required by rule 17 to be kept and maintained by, or in the custody of, the Treasurer; and

- (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

17 The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Council may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Council and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Council member, or by any two others as are authorised by the Council;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Council a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of Council

18 A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Council member is the President, to the Vice-President and that resignation is accepted by resolution of the Council;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Council meetings; or
 - (ii) 3 Council meetings in the same financial year without tendering an apology to the person presiding at each of those Council meetings;of which meetings the member received notice, and the Council has resolved to declare the office vacant;

- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Council member.

Proceedings of Executive Council

19 (1) The Council must meet together for the dispatch of business not less than 2 times in each year and the President, or at least half the members of the Council, may at any time convene a meeting of the Council.

(2) Each Councillor has a deliberative vote.

(3) A question arising at a Council meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Council meeting will have a casting vote in addition to his or her deliberative vote. A determination of a majority of Councillors shall for all purposes be deemed a determination of the Council

(4) At a Council meeting 4 Councillors constitute a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Council meeting must be determined by the Councillors present at the Council meeting.

(6) (a) A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Councillors for the time being present in Western Australia shall be as valid and effectual as if it had been passed at a meeting of the Councillors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Councillors.

(b) 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:

(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 communications;

(ii) 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;

(iii) 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 when 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 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

(7) As required under sections 21 and 22 of the Act, a Councillor having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the (except if that pecuniary interest exists only by virtue of the fact that the member of the Council is a member of a class of persons for whose benefit the Association is established), must-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council; and
- (b) not take part in any deliberations or decision of the Council with respect to that contract.

(8) Sub-rule (7) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Council is an employee of the Association.

(8) The Secretary must cause every disclosure made under sub-rule (7) (a) by a member of the Council to be recorded in the minutes of the meeting of the Council at which it is made.

General meetings

20 (1) The Council-

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) Must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than-30% members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 13 (4), convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under rule 8 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Council's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Council.

(2) The members making a request referred to in sub-rule (1) (c) (i) must-

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

(3) If a special general meeting is not convened within the relevant period of 30 days referred to-

- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Council; or
- (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Council.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-

- (a) when and where the general meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-

- (a) when and where the annual general meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Council;
 - (ii) second, the election of Council members to replace outgoing Council members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting; however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-

- (a) serving it on a member personally; or
- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 10, or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address as per rule 29

(9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum and proceedings at general meetings

21 (1) At a general meeting 10 members present in person constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 20 (5) or (6)-

- (a) as a result of a request or notice referred to in rule 20 (1) (c) or as a result of action taken under rule 20 (3) a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 20 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
- (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

Minutes of meetings of Association

22 (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Council meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Council meeting, as the case requires, in a minute book kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or Council meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Council meeting to which those minutes relate or by the President of the next succeeding general meeting or Council meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Council meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

23 (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-

- (a) which resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

24 (1) A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting provided an approved and executed proxy form is lodged with the Secretary at or before the commencement of the meeting. No Member entitled to vote shall exercise more than 1 proxy vote at any one time.

(2) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Voting Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions or election. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

(3) Postal voting shall be permitted at all General Meetings provided an approved and executed postal voting form is lodged with the Secretary at or before the commencement of the meeting. The Voting Member shall clearly state the voting preferences for an election or special resolutions at General Meetings.

(4) Whenever a postal vote is duly authorised, no proxy voting shall be permitted.

Rules of Association

25 (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Council certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Regulations

26

- (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.
- (2) All Regulations made under this Article shall be binding on the Association and Members of the Association.
- (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 shall be binding upon all Members

Common seal of Association

27 (1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Council and every use of that common seal must be recorded in the minute book referred to in rule 22.

(3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.

(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Council from time to time decides.

Inspection of records, etc. of Association

28 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Notices

29

- (1) (a) Notices may be given by the Secretary to any Member by sending the notice by prepaid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or 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, prepaying and posting the notice. Service of the notice is deemed to have been effected 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 facsimile was 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.
- (2) Notice of every General Meeting shall be given in the manner authorised in these Rules

Patron

30

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

Indemnity

31

- (1) Every Councillor, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property and assets of the Association against all liability incurred by him in his capacity as Councillor, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement 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 Court.
- (2) The Association shall indemnify its Councillors, officers, managers and employees against all damages and costs (including all 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
 - (c) In the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

Disputes and mediation

32 (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; or
- (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- (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 10 days, hold a meeting in the presence of a mediator.
- (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 Council of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard;
 - (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.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) 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 or otherwise at law.

Distribution of surplus property on winding up of Association

Dissolution

33

- (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 1 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 contributions not exceeding ten dollars (\$10).
- (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 to or distributed among the Members of the Association, but shall be distributed
- (a) to another association incorporated under the Act; or
 - (b) for charitable purposes.

Such body or bodies shall be determined by the Members of the Association before the time of dissolution.

Authority to Trade

34

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