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ITFNZ

Taekwon-Do

**CONSTITUTION OF INTERNATIONAL
TAEKWON-DO FOUNDATION OF NEW
ZEALAND INCORPORATED**

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CONSTITUTION OF INTERNATIONAL TAEKWON-DO FOUNDATION OF NEW ZEALAND

SECTION I. OBJECTS AND POWERS

ARTICLE 1. NAME

- 1.1 The name of the organisation shall be International Taekwon-Do Foundation of New Zealand Incorporated, hereafter referred to as "ITFNZ".
- 1.2 ITFNZ shall be registered under the Incorporated Societies Act 1908.

ARTICLE 2. OBJECTS

- 2.1 The primary OBJECT of ITFNZ 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 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 ITFNZ, insofar as they derive from the primary OBJECT:
 - (a) be a member of the ITF and as such enforce the rules and regulations of the ITF; and
 - (b) be the National Governing Body in New Zealand for the administration, promotion and development of ITF Taekwon-Do; and
 - (c) to arrange and/or organise demonstrations, camps, seminars and tournaments for the advancement of Taekwon-Do; and
 - (d) to take an active role in the local, regional, national, and international activities of the ITF, ITFNZ and its members; and
 - (e) to strive towards student friendliness, open communication, student discipline, and the achievement of high standards among members of ITFNZ; and
 - (f) to promote the tenets of Taekwon-Do; and
 - (g) to promote and facilitate communication between members of ITFNZ and bodies ITFNZ is affiliated to; and
 - (h) to protect the integrity of the art of Taekwon-Do in all aspects of ITFNZ's actions; and
 - (i) to advertise in any manner which ITFNZ deems appropriate for the promotion of its objects; and
 - (j) to develop and train members, officials and other personnel involved in Taekwon-Do; and

- (k) to encourage participation and achievement in Taekwon-Do in ITFNZ and among ITFNZ's members; and
- (l) to maintain and enhance the reputation of ITFNZ and Taekwon-Do through the development and promotion of standards and practices which fulfil these Objects; and
- (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 ITFNZ, 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 ITFNZ; and
- (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; and
- (c) determine, raise and receive money by subscriptions, fees, levies, gate charges, government funding, sponsorship or otherwise, for the purposes of ITFNZ in achieving its OBJECTS; and
- (d) to standardise and officiate activities relative to the art, the issue of certificates, the grading of students and members, and the selection and approval of qualified instructors and adjudicators; and
- (e) to print, produce, publish or purchase the copyright in or otherwise acquire any books, journals, newspapers, periodicals or leaflets or any interest therein, and to undertake any propaganda and to advertise in any manner which ITFNZ may deem to be desirable for the promotion of its OBJECTS and to hold lectures and courses of instruction for instructors and students as well as for the promotion of Taekwon-Do; and
- (f) purchase, hire or otherwise lawfully acquire any property and any rights and privileges required for the purposes of ITFNZ; and
- (g) determine regulations, policies and procedures for the governance and management of Taekwon-Do in New Zealand; and
- (h) establish, govern, organise and/or control Taekwon-Do tournaments, camps, seminars and other events in New Zealand, being mindful of preventing unjust commercialism and all other malpractice in relation to Martial Arts; and
- (i) enforce the Rules of Taekwon-Do; and

- (j) contact, engage or otherwise make arrangements with any person or organisation to fulfil the OBJECTS; and
- (k) determine who are its members; and
- (l) select, coach and manage the National Team(s) for representation; and
- (m) to have the ability to arrange loan facilities of not more than 20% of total cash assets of ITFNZ at the time of borrowing; and
- (n) 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 individual or organisation functioning in a lawful manner regardless of gender, race or religion, that wishes to be involved with the Chang-Hon style of Taekwon-Do developed by Gen. Choi Hong Hi, the founder of Taekwon-Do, and who seek the honourable goals intrinsic in ITFNZ activities.
- 4.2 Membership of ITFNZ shall not confer on any member or any other person, any privilege, estate, proprietary right, interest, or share in funds or property of ITFNZ.
- 4.3 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.
- 4.4 The Board is empowered to accept or reject any application for membership without assigning any reason therefore.

ARTICLE 5. CATEGORIES OF MEMBERSHIP

- 5.1 Regional Entities, as described in ARTICLE 6.
- 5.2 Member Schools/Clubs, as described in ARTICLE 7.
- 5.3 Affiliated Schools/Clubs, as described in ARTICLE 8.
- 5.4 Individual Members, as described in ARTICLE 9.
- 5.5 Life Members, as described in ARTICLE 10.
- 5.6 Other categories of membership as determined by the Board from time to time.

ARTICLE 6. REGIONAL ENTITIES

- 6.1 The number of Regions shall be determined by the Board.
- 6.2 Each Region shall have a minimum of:
 - (a) 5 Schools/Clubs as described in ARTICLE 7 or ARTICLE 8; and

- (b) 200 Individual Members as described in ARTICLE 9.
- 6.3 There shall be Regional Entities up to the number of Regions but only one (1) Regional Entity in each Region.
- 6.4 If no formal Regional Entity is established in a Region then the Member and Affiliated Schools/Clubs in that Region will be deemed to collectively be acting as the Regional Entity.
- 6.5 In addition to the obligations of a Regional Entity as a Member under ARTICLE 11, each Regional Entity shall:
- (a) administer, promote and develop Taekwon-Do in its particular Region in accordance with the OBJECTS of ITFNZ; and
 - (b) be named as approved by the Board which shall include reference to the name of the Region; and
 - (c) have as its members Member and Affiliated Schools/Clubs, Individual Members and any other members that it deems appropriate; and
 - (d) adopt the OBJECTS of ITFNZ; and
 - (e) apply its property and capacity in pursuit of the OBJECTS of ITFNZ, the OBJECTS of the Regional Entity and Taekwon-Do; and
 - (f) do all that is reasonably necessary to enable the OBJECTS of ITFNZ and the OBJECTS of the Regional Entity to be achieved; and
 - (g) act in good faith and with loyalty to ITFNZ to ensure the maintenance and enhancement of ITFNZ, Taekwon-Do and its reputation, and to do so for the collective and mutual benefit of the Members and Taekwon-Do; and
 - (h) operate with and promote mutual trust and confidence between ITFNZ and the Members; and
 - (i) at all times act in the interests of the Members and Taekwon-Do.
- 6.6 ITFNZ may require a Regional Entity to amend its constitution if it or any rule within it is inconsistent or in conflict with this Constitution.
- 6.7 The Board may intervene in the management of a Regional Entity in whatever manner it considers appropriate, only if the Board considers that to do so is in the best interests of ITFNZ and Taekwon-Do, and if the Board considers that the Regional Entity:
- (a) is having significant administrative, operational or financial difficulties, or
 - (b) has breached a term of any agreement entered into between ITFNZ and the Regional Entity, or
 - (c) drops below the minimum number of members as described in ARTICLE 6.2, or

- (d) takes, or has taken against it, any action or proceedings to liquidate it, or
- (e) enters into a compromise or arrangement with its creditors, other than voluntary liquidation for the purpose of amalgamation with another Regional Entity, or
- (f) a mortgagor or other creditor takes possession of any of its assets.

ARTICLE 7. MEMBER SCHOOLS/CLUBS

- 7.1 A Member School/Club shall be a constituted non-profit organisation, which satisfies the criteria for a Member School/Club as decided by ITFNZ and the Regional Entity it is a Member of.
- 7.2 Any individual member, or group of individual members, who wishes to form a new Member School/Club shall first apply in writing to their Regional Entity for approval. If the Regional Entity supports the application then it will be forwarded to ITFNZ for approval. If ITFNZ approves the application then, upon the School/Club adopting a non-profit constitution in compliance with this constitution, and the Regional Entity's Constitution which is approved by ITFNZ, the school/club shall become a Member School/Club of ITFNZ and the Regional Entity. The School/Club shall not commence the teaching of classes until approval of the School/Club and its instructor(s) is given by ITFNZ.
- 7.3 If an Affiliated School/Club wishes to become a Member School/Club then upon the Affiliated School/Club adopting a non-profit constitution, which is approved by their Regional Entity, the Affiliated School/Club shall become a Member School/Club of ITFNZ.
- 7.4 Each Member School/Club shall provide to ITFNZ and its Regional Entity a copy of its constitution and any amendments to its constitution for approval. ITFNZ or the Regional Entity may require that the constitution of a Member School/Club be amended if it, or any rule within it, is inconsistent or is in conflict with this or the Regional Entity's Constitution.
- 7.5 If the constitution of any Member School/Club ceases to make the school/club non-profit or does not meet any other requirements of ITFNZ or its Regional Entity then the club shall become an Affiliated School/Club.
- 7.6 In addition to the obligations of a Member School/Club as a Member under ARTICLE 11, each Member School/Club shall:
- (a) administer promote and develop Taekwon-Do in its particular Region in accordance with the OBJECTS of ITFNZ and the relevant Regional Entity; and
 - (b) be named as approved by the Board and the relevant Regional Entity; and
 - (c) have as its members Individual Members and any other members that it deems appropriate; and
 - (d) adopt the OBJECTS of ITFNZ and the relevant Regional Entity; and

- (e) apply its property and capacity in pursuit of the OBJECTS of ITFNZ, the OBJECTS of the relevant Regional Entity and the Member School/Club and Taekwon-Do; and
- (f) do all that is reasonably necessary to enable the OBJECTS of ITFNZ, its Regional Entity and the Member School/Club to be achieved; and
- (g) act in good faith and with loyalty to ITFNZ and its Regional Entity to ensure the maintenance and enhancement of ITFNZ and its Regional Entity, Taekwon-Do and its reputation, and to do so for the collective and mutual benefit of the Members and Taekwon-Do; and
- (h) operate with and promote mutual trust and confidence between ITFNZ, its Regional Entity and the Members; and
- (i) at all times act in the interests of the Members and Taekwon-Do.

ARTICLE 8. AFFILIATED SCHOOLS/CLUBS

- 8.1 An Affiliated School/Club shall be other Schools/Clubs who wish to be a member of ITFNZ but do not satisfy the requirements of a Member School/Club.
- 8.2 Any individual member, or group of individual members, who wishes to form a new Affiliated School/Club shall first apply in writing to their Regional Entity for approval. If the Regional Entity supports the application then it will be forwarded to ITFNZ for approval. If ITFNZ approves the application then the School/Club shall become an Affiliated School/Club of ITFNZ and their Regional Entity. The School/Club shall not commence the teaching of classes until approval of the School/Club and its instructor(s) is given by ITFNZ.
- 8.3 In addition to the obligations of a Affiliated School/Club as a Member under ARTICLE 11, each Affiliated School/Club shall:
- (a) administer promote and develop Taekwon-Do in its particular Region in accordance with the OBJECTS of ITFNZ and its Regional Entity; and
 - (b) be named as approved by the Board and its Regional Entity; and
 - (c) have as its members Individual Members and any other members that it deems appropriate; and
 - (d) adopt the OBJECTS of ITFNZ and its Regional Entity; and
 - (e) apply its property and capacity in pursuit of the OBJECTS of ITFNZ and its Regional Entity and Taekwon-Do; and
 - (f) do all that is reasonably necessary to enable the OBJECTS of ITFNZ, and its Regional Entity to be achieved; and
 - (g) act in good faith and with loyalty to ITFNZ and its Regional Entity to ensure the maintenance and enhancement of ITFNZ, its Regional Entity, Taekwon-Do and

its reputation, and to do so for the collective and mutual benefit of the Members and Taekwon-Do; and

- (h) operate with and promote mutual trust and confidence between ITFNZ, its Regional Entity and the Members; and
- (i) at all times act in the interests of the Members and Taekwon-Do.

ARTICLE 9. INDIVIDUAL MEMBERS

9.1 An Individual Member is:

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

9.2 An individual shall become an Individual Member upon the following:

- (a) payment of the appropriate membership fee to ITFNZ according to ARTICLE 11; and
- (b) becoming a member of any School/Club of ITFNZ; or
- (c) the individual's election or appointment as an Officer, Coach or Manager of ITFNZ, a Regional Entity, or a School/Club of ITFNZ; or
- (d) the individual's completion of an officiating or umpiring qualification.

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

ARTICLE 10. LIFE MEMBERS

10.1 ITFNZ may bestow Life Membership upon any person in recognition of outstanding work for ITFNZ.

ARTICLE 11. MEMBERSHIP FEES

11.1 The Board shall, through consultation with the membership, via the Regional Entities and Schools/Clubs, determine:

- (a) the membership fee and/or other fees payable by members to ITFNZ, and
- (b) the due date for the fee(s), and
- (c) the manner of payment for the fee(s).

ARTICLE 12. OBLIGATIONS AND RIGHTS OF MEMBERS

12.1 All Members acknowledge and agree that they are bound by this constitution.

12.2 Each member of ITFNZ shall:

- (a) act in accordance with the OBJECTS of this Constitution; and
- (b) act in good faith and with loyalty to ITFNZ for the mutual and collective benefit of the Members and Taekwon-Do; and
- (c) at all times act in the best interest of ITFNZ, Taekwon-Do and the members of ITFNZ; and
- (d) be entitled to all benefits, advantages, privileges and services of Membership as conferred by this Constitution.

ARTICLE 13. REGISTER OF MEMBERS

13.1 ITFNZ shall keep and maintain a Register of members.

13.2 Information to be kept for a Member shall be:

- (a) the full name of the Member; and
- (b) the address of the Member; and
- (c) the names and addresses of the Officers of the Member (if a Regional Entity or School/Club); and
- (d) the name(s) and qualifications of the Instructor(s) (if a School/Club); and
- (e) their occupation (if an individual member); and
- (f) the ITF and ITFNZ qualifications (if an individual member); and
- (g) any other information as determined by ITFNZ.

13.3 All Regional Entities and Schools/Clubs shall provide written notice of any change to the details in ARTICLE 13.2 to ITFNZ within thirty (30) days of being notified of such change.

13.4 All Individual Members shall provide written notice of any change to the details in ARTICLE 13.2 to their School/Club within thirty (30) days of being notified of such change.

13.5 The Board, Regional Entities and Schools/Clubs shall, in collecting personal information for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

13.6 Any entry on the Register shall be available for inspection by Members and the Board Members, upon reasonable request and in compliance with the Privacy Act 1993 or its amendments.

ARTICLE 14. TERMINATION OF MEMBERSHIP

14.1 Membership in ITFNZ will be terminated under the following circumstances:

- (a) leaving ITFNZ, i.e. a member that requests in writing or verbally to terminate its membership; or
- (b) breach of Rules or Misconduct under ARTICLE 15; or
- (c) Members that remain un-financial for at least one month after their membership fee falls due under ARTICLE 11 may have their membership terminated.

14.2 All terminations of membership, with the exception of voluntary termination, may be subject to appeal to the Board of ITFNZ in writing.

ARTICLE 15. BREACH OF RULES OR MISCONDUCT

15.1 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 in any official policy document, code of conduct, regulations, by-laws, policies, procedures or rules of competition of ITFNZ or if a member acts in a manner which is considered by the Board to be harmful to ITFNZ or is inconsistent with the standards of behaviour expected of a member.

15.2 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 ITFNZ until such time as the Board or its appointee has considered such conduct.

15.3 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 ITFNZ, however the decision of the Board after such a review shall be final.

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

ARTICLE 16. CERTIFICATES AND BELTS

16.1 ITFNZ will only consider recognition of a certificate and/or belt issued or approved by ITFNZ or their appointee.

ARTICLE 17. APPOINTMENTS OF INSTRUCTORS

17.1 All Instructors appointed must be approved by the Board or their appointee.

SECTION III. OFFICERS AND BOARD**ARTICLE 18. OFFICERS**

18.1 The officers of ITFNZ shall be:

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

18.2 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.

18.3 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.

18.4 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under ARTICLE 20.

18.5 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 35.

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

ARTICLE 19. BOARD

19.1 The Board is responsible for determining strategies, policies and financial arrangements of, and for, ITFNZ.

19.2 The Board shall consist of six (6) persons being:

- (a) three (3) persons elected at the Annual General Meeting, under ARTICLE 20; and
- (b) three (3) persons appointed by the Board Appointment Panel, under ARTICLE 21.

19.3 Following the election and appointment of the Board Members under ARTICLE 20 and ARTICLE 21, the Board Members shall within one (1) month of the end of the Annual General Meeting, appoint a Chairperson of the Board.

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

ARTICLE 20. ELECTED BOARD MEMBERS

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

20.2 Nominations for Elected Board Members and the President may be made in the approved form by Regional Entities, Schools/Clubs and the Board, and shall be received by the registered office of ITFNZ not less than thirty (30) days before the date set for the Annual General Meeting.

ARTICLE 21. APPOINTED BOARD MEMBERS

21.1 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 26.

21.2 The Board Appointment Panel shall consist of four (4) persons being:

- (a) two (2) nominees of the Institute of Directors (NZ) Inc 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.

21.3 Applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of ITFNZ no later than twenty (20) days before the Annual General Meeting or twenty (20) days 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 26. In addition the Board Appointment Panel shall advertise publicly or invite applications for Appointed Board Members.

21.4 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.

21.5 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 26), within fourteen (14) days of the Council Meeting in which that resolution was passed.

ARTICLE 22. TERM OF OFFICE OF BOARD MEMBERS

22.1 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.

22.2 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 22.1 and be for a maximum of three (3) years, expiring at the conclusion of the relevant Annual General Meeting.

22.3 Any Board Member may be re-elected, under ARTICLE 20, or re-appointed ARTICLE 21 for subsequent and consecutive terms in office.

ARTICLE 23. VACANCIES ON THE BOARD

23.1 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.

23.2 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.

23.3 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 20 if the vacancy was an Elected Board Member, or under ARTICLE 21, if the vacancy was an Appointed Board Member.

ARTICLE 24. RESPONSIBILITIES AND POWERS OF THE BOARD

24.1 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 New Zealand; and
- (b) develop and implement prudent policies to protect and enhance ITFNZ'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 ITFNZ 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 ITFNZ 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 ITFNZ; 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 international and national events in New Zealand; 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 ITFNZ and which the Board considers appropriate.

ARTICLE 25. MEETINGS OF THE BOARD

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

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

25.3 There shall not be less than four (4) Board Members present at a meeting of the Board to constitute a quorum.

25.4 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 25.4(a) from being satisfied and such a failure results in the quorum not being met, the meeting shall be suspended until ARTICLE 25.4(a) is satisfied again. If ARTICLE 25.4(a) is unable to be satisfied again then the meeting shall be deemed to be terminated or adjourned.

25.5 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.

25.6 Each Board Member shall have one vote at Board Meetings. All decisions and resolutions of the Board shall be determined by at least four (4) Board Members voting in favour of the decision or resolution.

25.7 A resolution in writing, signed or assented to, by facsimile, or other form of visible or other electronic communication, by at least five (5) 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 26. REMOVAL OF A BOARD MEMBER

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

26.2 A Board Member removed from office shall not be eligible for re-election or re-appointment for a minimum period of three (3) years.

26.3 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.

26.4 Where a removed Board Member is an Appointed Board Member the Council shall request the Board Appointment Panel to, under ARTICLE 21, appoint another person in their place.

26.5 Upon the President receiving a request for a Special General Meeting in accordance with ARTICLE 33 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 34.

26.6 Following notification under ARTICLE 26.5 and before voting on the remit to remove a Board Member under ARTICLE 26.1 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 27. COUNCIL

27.1 The Council is the governing body of ITFNZ.

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

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

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

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

ARTICLE 28. DELEGATES

28.1 The delegates for a Council Meeting shall be:

- (a) two (2) individuals elected or appointed by each Regional Entity; and
- (b) one (1) individual elected or appointed by each School/Club.

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

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

ARTICLE 29. POWERS OF THE COUNCIL

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

29.2 The Council shall have power in Council Meetings to:

- (a) determine major strategic direction of ITFNZ; and
- (b) alter this Constitution; and
- (c) review the performance of ITFNZ and the Board; and
- (d) be the final arbiter on matters referred to it under this Constitution; and
- (e) elect the President and the Elected Board Members.

ARTICLE 30. ANNUAL GENERAL MEETING

30.1 An Annual General Meeting of ITFNZ shall be held not later than 1st May each year.

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

ARTICLE 31. NOTICE OF ANNUAL GENERAL MEETING

31.1 An initial notice, in writing, shall be sent to the Board, the Regional Entities and all schools/clubs and persons entitled to vote, and posted on the ITFNZ Website, at least 70 days (10 weeks) prior to the Annual General Meeting. This initial notice shall specify:

- (a) the date and city of the Annual General Meeting; and
- (b) the dates and time that Initial and Alternative Remits, to be put before the meeting, are to be submitted as laid out in ARTICLE 37.2; 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 and applications for Appointed Board Members; and
- (e) any other information that will aid in the smooth running of the Annual General Meeting.

31.2 A second notice, in writing, shall be sent to the Board, the Regional Entities and all schools/clubs and all other persons entitled to vote, and posted on the ITFNZ Website, at least 49 days (7 weeks) prior to the date of the Annual General Meeting. This second notice will also 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 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 Initial Remits, and all the details of the remits, appropriately received in accordance with ARTICLE 37.2(a); and
- (d) the closing date for Alternative Remits to be put before the meeting, are required to be submitted, as laid out in ARTICLE 37.2(c); and
- (e) the closing date for any general business items, to be put at the Annual General Meeting, are to be submitted; and
- (f) any general business items and nominations or applications for Board Members thus far received.

31.3 A third notice, in writing, shall be sent to Schools/Clubs and persons entitled to vote, and posted on the ITFNZ Website, at least 28 days (4 weeks) prior to the date of the General Meeting. At this time the Agenda, Proxy Forms, including Initial and Alternative Remits, and the Annual Report, including the duly audited accounts, shall be sent to the Board, the Regional Entities, and all schools/clubs and any other persons entitled to vote, and posted on the ITFNZ Website in the Instructors Only Section.

ARTICLE 32. AGENDA AND BUSINESS TO BE DISCUSSED

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

- (a) to receive and approve the Annual Report and accounts of the ITFNZ for the preceding year; and

- (b) items of business of which notice has been given under ARTICLE 31; 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.

32.2 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 33. SPECIAL GENERAL MEETINGS

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

- (a) the Board, or
- (b) at least two thirds of the total number of Regional Entities, or
- (c) at least three quarters of Schools/Clubs on the register of ITFNZ, or
- (d) at least three quarters of the total voting strength of ITFNZ.

33.2 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 within seven (7) days of receiving such a request.

ARTICLE 34. NOTICE OF SPECIAL GENERAL MEETING

34.1 Subject to ARTICLE 26 upon receipt of a request for a Special General Meeting under ARTICLE 33 not less than twenty one (21) days written notice must be given to the Board, the Regional Entities and the Schools/Clubs.

34.2 The notice shall state:

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

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

ARTICLE 35. VOTING AT COUNCIL MEETINGS

35.1 Each Regional Entity present at a Council Meeting, either by its delegates in person, or by proxy, shall be entitled to one (1) vote per School/Club who is a member of that Regional Entity.

35.2 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.

35.3 The Chairperson of the meeting shall have a casting vote in the event of an equality of votes.

35.4 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.

35.5 Voting shall be either in person or by proxy.

35.6 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 Chairman of the meeting before the commencement of proceedings to be valid.

ARTICLE 36. QUORUM

36.1 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.

36.2 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.

36.3 If no quorum is present at a Special General Meeting then the meeting is deemed to be terminated.

SECTION V. MISCELLANEOUS

ARTICLE 37. REVIEW OF CONSTITUTION AND RULES

37.1 No amendment shall be made to the Constitution and Rules except by Special Resolution at a Council Meeting of ITFNZ.

37.2 Notice of amendments to this Constitution shall be as follows:

- (a) Initial Remits to the constitution to be put before the Council Meeting shall be notified to the President at least 56 days (8 weeks) before the date of the Council Meeting.
- (b) Initial Remits shall be sent to the Board, the Regional Entities and Schools/Clubs and persons entitled to vote, and posted on the ITFNZ Website in the Instructors Only Section in accordance with ARTICLE 31.2.
- (c) Alternative Remits shall be notified to the President at least 35 days (5 weeks) before the Council Meeting.

- (d) An Alternative Remit must be directly related to an Initial Remit. If it is not proposing a modification only to the Initial Remit, then the Alternative Remit can be rejected by the President or the Board at their own discretion with no reason forthcoming.
- (e) Alternative Remits shall be sent to the Board, the Regional Entities and Schools/Clubs and persons entitled to vote, and posted on the ITFNZ Website in the Instructors Only Section, in accordance to ARTICLE 31.3.

37.3 No addition to or alteration or recession of these rules shall be permitted if it affects the amateur sport promotion objects, pecuniary gain ARTICLE (ARTICLE 38.3) or Liquidation ARTICLE (ARTICLE 42) 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.

37.4 Any member may submit a Remit to a Council Meeting or speak to a Remit at a Council Meeting.

ARTICLE 38. FINANCIAL

38.1 The financial year of ITFNZ shall commence on the 1st day of January and end on the 31st day of December.

38.2 The profits and other income of ITFNZ shall be applied to the promotion of the OBJECTS as set forth in the Constitution.

38.3 No payment shall be made, either directly or indirectly, for the private pecuniary gain of any person. No member or any person associated with a member shall participate in or materially influence any decision made by ITFNZ in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

38.4 Nothing in ARTICLE 38.3 shall prevent the reimbursement of reasonable expenditure properly incurred by any person on behalf of ITFNZ 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 ITFNZ, 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 ITFNZ losing its exemption from income tax under section CW 39 of the Income Tax Act 2004, or amendment thereof.

ARTICLE 39. ANNUAL REPORT

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

- (a) the audited financial statements as required under the Act; and

- (b) an annual report of the years activities.

39.2 The financial statements shall be audited by an auditor, will be a Chartered Accountant in Public Practice, and appointed by the Board.

ARTICLE 40. COMMON SEAL

40.1 ITFNZ shall have a common seal.

40.2 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 41. INDEMNITY

41.1 ITFNZ 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 ITFNZ.

ARTICLE 42. LIQUIDATION

42.1 ITFNZ 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.

42.2 Upon the confirmed appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of ITFNZ.

42.3 If upon winding up or dissolution of ITFNZ there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of by distributing, giving or transferring them to some body or bodies who are an amateur sport promoter, with similar Objects to ITFNZ within New Zealand, or if there are no bodies who are amateur sport promoters with Objects similar to ITFNZ then to some other body or bodies who are amateur sport promoters or who have a charitable purpose within New Zealand.

42.4 The body or bodies in ARTICLE 42.3 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 43. INTERPRETATION

43.1 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 and affiliated to a Regional Entity, as described in ARTICLE 8.
- “Alternative Remit” means a motion that alters an initial remit that is being put to a Council Meeting.
- “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 39.
- “Annual General Meeting” means the Council Meeting held annually as described in ARTICLE 30 to ARTICLE 32.
- “Appointed Board Member” means a person appointed as a Board Member under ARTICLE 21.
- “Appointed Personnel” means individuals who are appointed by the Board to positions of responsibility within ITFNZ which are unpaid.
- “ARTICLE” means an ARTICLE of this Constitution.
- “Board” means the Board as defined in ARTICLE 19.
- “Board Appointment Panel” means the panel of persons established under ARTICLE 21.
- “Board Members” means the Elected Board Members and Appointed Board Members elected and appointed under ARTICLE 21 and ARTICLE 20 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 ITFNZ as defined in ARTICLE 27.
- “Council Meeting” means an Annual General Meeting or a Special General Meeting as described in ARTICLE 30 to ARTICLE 34.
- “Delegate” means a person who is elected or appointed to be a representative at a Council Meeting under ARTICLE 28.

- "Elected Board Member" means a person elected as a Board Member under ARTICLE 20.
- "Event" means any competition, tournament, camp, seminar, course or other activity held by or on behalf of ITFNZ.
- "Individual Member" means the individuals described in ARTICLE 9.
- "Initial Remit" means the first time a motion is put to a Council Meeting.
- "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 10.
- "Member" means the members of ITFNZ as described in ARTICLE 5.
- "Membership fee" means the fee or fees payable to ITFNZ under ARTICLE 11.
- "Member School/Club" means a constituted non-profit organisation, either incorporated or unincorporated, which administers, promotes and develops ITF Taekwon-Do and affiliated to a Regional Entity, as described in ARTICLE 7.
- "Month" means calendar month.
- "Objects" means the Objects of ITFNZ 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 18.
- "Patron" means the individual appointed under ARTICLE 18.1(b).
- "Person" includes partnerships, associations, and corporations as well as individuals;
- "President" means the individual elected under ARTICLE 18.1(a).
- "Region" means a geographical area of New Zealand as decided by the Board.
- "Regional Entity" means the entity managing a group of schools/clubs in a Region as described in ARTICLE 6.
- "Register" means the register of members specified in ARTICLE 13.
- "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 33 and ARTICLE 34.
- “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.

43.2 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.

43.3 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 Vince Pygott made this
9th day of March 2008

"A"
**CONSTITUTION OF
INTERNATIONAL TAEKWON-DO
FOUNDATION OF NEW ZEALAND
INCORPORATED**

.....
Evan Davidson (President)

.....
Vince Pygott (Secretary)

.....
Helen Miller (Treasurer)