

**CONSTITUTION**

**OF**

**TAEKWONDO WESTERN AUSTRALIA**

**INCORPORATED**

## TAEKWONDO WESTERN AUSTRALIA Incorporated

### INDEX

INDEX of pages

#### **STATEMENT OF PURPOSES**

1. Name of the Association
2. Purposes of the Association
3. Powers of the Association
4. Application of income
5. Liability of members
6. Interpretation clause

#### **RULES**

##### **Part I – Interpretation**

1. Name
2. Interpretation

##### **Part II - Regional Divisions**

3. Regional Divisions
4. Regional Division Constitution and Rules

##### **Part III – Membership**

5. Members
6. Fees
7. Voting members
8. Affiliated clubs and bodies
9. Effect of membership
10. Discontinuance of membership
11. Discipline of members

##### **Part IV - The Executive Council**

12. Interim Council
13. Composition of the Council
14. The President
15. Election of Ordinary Councillors
16. State Delegate
17. Powers of the Council
18. Vacancies of Councillors

19. Powers and duties of the Secretary-General

20. Meetings of the Council

**Part V - General Meetings**

21. Annual General Meeting

22. Notice of General Meeting

23. Business

24. Notice of Motion

25. Special General Meetings

26. Proceedings at General Meetings

27. Voting at General Meetings

28. Proxy Voting / Postal Voting

**Part V1 - Miscellaneous**

29. Delegations

30. Regulations

31. Records and Accounts

32. Auditor

33. Notice

34. Seal

35. Patron

36. Indemnity

37. Addition, Alteration or Amendment

38. Dissolution

39. Authority to Trade

**STATEMENT OF PURPOSES**

**of**

## **TAEKWONDO WESTE RN AUSTRALIA Incorporated**

### **1 Name of the Association**

The name of the Association is the **Taekwondo Western Australia Incorporated** (the "Association").

### **2 Purposes of the Association**

The purposes for which the Association is established are to:

- (a) Create a single uniform entity through and by which the art of taekwondo can be conducted, promoted and administered in and throughout Western Australia;
- (b) Provide for the conduct, promotion and administration of taekwondo through and by various organisations within Western Australia;
- (c) Affiliate and otherwise liaise with the National body, the Western Australian Sports Federation and the Western Australian Olympic Council in the pursuit of these purposes and the art of taekwondo;
- (d) Conduct, encourage, promote, advance, standardise and administer the art of taekwondo in Western Australia;
- (e) Ensure that a high standard of taekwondo is maintained;
- (f) Develop a sense of sportsmanship and a high degree of proficiency in practitioners of the art;
- (g) Enable practitioners to achieve a high level of physical and mental fitness through the teaching and practise of taekwondo;
- (h) 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;
- (i) Collect, distribute and publish information in connection with taekwondo and international tournaments and competitions;
- (j) Strive for governmental, commercial and public recognition of the Association and taekwondo;
- (k) Promulgate, and secure uniformity in, such rules as may be necessary for the management and administration of the art of taekwondo and related activities;
- (l) 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 members;
- (m) Promote the health And safety of members;
- (n) Encourage members' to realise their potential and athletic abilities by extending to them the opportunity of education and participation in the art of taekwondo;
- (o) 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.

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### **3 Powers of the Association**

Solely for furthering the purposes set out above the Association has power to:

- (a) Acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) Purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- (c) Construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Association;
- (d) Borrow and raise money in such manner as the Association may think fit;
- (e) Raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security and upon such terms as the Council shall think fit;
- (f) Receive money on deposit with or without allowance of interest thereon;
- (g) Invest any monies of the Association, not immediately required for the purposes of the Association, in such manner as may from time to time be determined by the Association;
- (h) Do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (i) Take any gift or property whether subject to any special trust or not for any one or more of the purposes of the Association;
- (j) Take steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;
- (k) Print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;
- (l) Appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for carrying out the purposes of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities;
- (m) Subscribe to any charities and to grant donations for any public purpose;
- (n) 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;
- (o) Establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, utilise any of the assets of or held on behalf of the Association;
- (p) Promote any other person or company for any purpose calculated to benefit the Association;
- (q) Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association or generally for any purpose calculated to benefit the Association;

- (r) Take and effect insurance; and
- (s) Do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes the Association.

#### **4 Application of Income**

- (a) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set forth in this Statement of Purposes.
- (b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member.
- (c) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.

#### **5 Liability of Members**

The liability of the Member of the Association is limited.

#### **6 Interpretation Clause**

- (a) The specification of the purposes of the Association in clause 2, and the powers in clause 3, 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.

## **RULES**

**of**

## **TAEKONDO WESTERN AUSTRALIA Incorporated**

### **PART I - INTERPRETATION**

#### **1 Name**

The name of the Association is **Taekwondo Western Australia Incorporated** ("the Association").

#### **2 Interpretation**

1) 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 5;

"Affiliated club" means a club that is administered by a person registered as a Head Instructor member of the Association as defined under Rule 5;

"Council" means the Executive Council of the Association;

"Councillor" means a member of the Executive Council;

"Financial year" means the year ending 30 June in each year;

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

"Head Instructor" means an individual who:

- (a) is over 18 years of age;
- (b) is either an Australian citizen or a permanent resident of Australia;
- (c) holds a minimum registered rank of 4th Den;
- (d) is responsible for the administration and instruction of a club.

"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;

"Marketing Director" means the Marketing Director of the Association for the time being elected under these Rules;

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

"Ordinary Councillor" means a member for the time being of the Council elected under Rule 15 and includes the President;

"President" means the President for the time being of the Association being elected under these Rules;

"Public Relations Director" means the Public Relations Director of the Association for the time being elected under these Rules;

"Regulations" means any regulations made by the Council under Rule 30;

“Rules” means these Rules of the Association and include the Statement of Purposes of the Association;

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

“Secretary General” means the Secretary General of the Association for the time being elected under these Rules;

“Senior Vice President” means the Senior Vice President of the Association for the time being elected under these Rules;

“Special Resolution” means a resolution passed by at least three quarters of Members present and entitled to vote, at a special general meeting or annual general meeting called for the purpose;

“State Delegate” means the state delegate of the Association representing the Association in the National body executive council;

“Technical Director” means the Technical Director of the Association for the time being elected under these Rules;

“Tournament Director” means the Tournament Director of the Association for the time being elected under these Rules;

“the Act” means the Associations Incorporation Act 1987;

“Treasurer” means the Treasurer of the Association for the time being appointed under these Rules;

“Vice President” means the Vice President of the Association for the time being elected under these Rules;

“Voting Member” means a Voting member of the Association defined under Rule 7.

- (2) 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.
- (3) In these Rules;
  - (a) a reference to a function includes a reference to a power, authority and duty; and
  - (b) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
  - (c) words importing the singular include the plural and vice versa;
  - (d) words importing any gender include the other genders;
  - (e) references to persons include corporations and bodies politic;
  - (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
  - (g) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendment re-enactments or replacements of any of them whether of the same or any legislative authority having jurisdiction).

- (4) If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Statement or affecting the validity or enforceability of that provision in any other jurisdiction.
- (5) The Association is established solely for the purposes set out in this Statement of Purposes.

## **PART II - REGIONAL DIVISIONS**

### **3 Regional Divisions**

- (1) There may be established regional divisions within the state. Each regional division shall administer taekwondo in its particular region in accordance with the purposes of the Association. Each regional division shall be named according to the region in which it is geographically located. The establishment of these regional divisions shall be determined and approved by the Executive Council.
- (2) Each regional division shall:
  - (a) be incorporated as an incorporated association or as a company in its particular region. The region shall be approved by the Council;
  - (b) be comprised of Members who are resident in their respective geographical region;
  - (c) substantially adopt the purposes of the Association and adopt rules which reflect, and which are generally in conformity with these Rules;
  - (d) by adopting the purposes of the Association, agree to abide by these Rules.
- (3) The Association and regional divisions agree that they are bound by these Rules and that these Rules operate to create a single, uniform entity through and by which the purposes of the Association and taekwondo are to be conducted, promoted and administered.
- (4) The Association and regional divisions may agree to vary the regional rules to reflect the conditions relevant to the regional divisions for the effective functioning of the regional divisions.

### **4 Regional Division Constitutions and Rules**

- (1) The constitution or other constituent documents of each regional division will clearly reflect the purposes of the Association and will generally conform with these Rules.
- (2) Each regional division will provide to the Association a copy of its Constitution or other constituent documents and all amendments to these documents.
- (3) Each regional division will take steps to ensure their Constitution, other constituent documents and rules are generally in conformity with these Rules and will ensure their documents take account of future amendments made to these Rules.
- (4) Each regional division shall maintain, in a form acceptable to the Association, a Register of all affiliated clubs and all Voting Members in its region. Each Regional Division shall provide a copy, at a time, in a form acceptable to the Association, of its Register and regular updates of it to the Association.

## **PART III - MEMBERSHIP**

### **5 Members**

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

- (a) Voting Members, who shall have voting rights at General Meetings of the Association;
  - (b) Regional associations, which shall not have voting rights at General Meetings of the Association;
  - (c) Affiliated clubs or bodies, which shall not have any voting rights at General Meetings of the Association;
  - (d) Individual members of affiliated clubs, who shall not have any voting rights at General Meetings of the Association, nor any rights to attend and debate at such meetings;
  - (e) Life Members, who are not otherwise Voting Members, shall not have any voting rights at General Meetings of the Association, but shall have rights to attend and debate at such meetings.
- (2) Life membership may be bestowed upon any Member of the Association who in the opinion of the Council has rendered special service to the Association. Any proposal for life membership shall be nominated to the Council and 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.
- (3) 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.

## **6 Fees**

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

## **7 Voting Members**

A Voting Member must:

- (a) be a member of the Association.
- (b) be a Head Instructor.

## **8 Affiliated clubs and affiliated bodies**

- (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 body or club 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 whether the applicant club or body has complied with the requirements in Rules 8 (1) and 8 (2) 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 body is in the process of incorporating, the nominated representative of the affiliated body shall represent the body for all membership purposes under these Rules until the 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 is an affiliated club, the individual members of that club shall be Members of the Association. Where a club ceases to be an affiliated club, the individual members of that club will cease to be Members of the Association 1 month after the club's affiliation ceases.
- (6) Individual members of the clubs must renew their membership of their clubs annually.

## **9 Effect of Membership**

- (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.

## **10 Discontinuance of Membership**

- (1) A Member having paid all arrears of fees payable by it or him to the Association, may withdraw from membership by giving notice in writing of such withdrawal to the Association, and where an individual member of an affiliated club, also to his club.
- (2) Membership of the Association may be discontinued by the Council upon breach of any of these Rules, including, but not limited to the failure to pay any monies owed to the Association, the Regulations or any resolutions or determinations made or passed by the Council or any duly authorised Committee or Board.
- (3) Membership shall not be discontinued under Rule 10 (2) without the Council first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (4) Where a Member fails, in the Council's view, to adequately explain the breach, that Member's membership shall be discontinued under Rule 10 (2) by the Association giving written notice to that effect to the member.

- (5) Membership which has been discontinued under Rule 10 (2) may be reinstated at the discretion of the Council.
- (6) A Member who ceases to be a Member shall forfeit all right in and claim upon the Association and its property including Intellectual Property.
- (7) Membership fees or subscriptions paid by the discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The name of such Member shall be removed from the Register of Members.
- (8) Notwithstanding Rule 11 the Council may expel or suspend a Member or an affiliated club which has not re-affiliated with the Association, or an individual member of an affiliated club who has not renewed his affiliated club membership, within 1 month of re-affiliation or membership renewal falling due.
- (9) 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.
- (10) A Member who has been expelled or suspended under Rule 10 (2), 10 (8) or whose membership has lapsed under Rule 10 (9):
  - (a) must re-apply for membership in accordance with these Rules; but
  - (b) may be re-admitted at the discretion of the Council.

## **11 Discipline of Members**

- (1) Where the Council is advised or considers that a Member has allegedly:
  - (a) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any resolution or determination of the Council or any duly authorised Committee or Board; or
  - (b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association and/or taekwondo; or
  - (c) brought the Association, 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 18 (1) (g) of these Rules. The Committee shall operate under the principles and procedures set out in the Regulations.

## **PART IV - THE EXECUTIVE COUNCIL**

### **12 Interim Council**

- (1) At the adoption of these revised Rules the Interim Executive Council shall be appointed which shall comprise 15 voting Executive Councillors outlined in Rule 13, including the Honorary Past President. This Interim Council shall continue in office for a period of 2 years from acceptance of the revised rules or until the next Annual General Meeting where an election of the Executive Council will be held under these rules.
- (2) The Interim Council shall exercise all of those powers set out in clause 17 of these Rules.

### **13 Composition of Executive Council**

- (1) The Executive Council shall comprise:
  - (a) the President;
  - (b) the Senior Vice President;
  - (c) three Vice Presidents;
  - (d) the Secretary General;
  - (e) the Technical Director;
  - (f) the Marketing Director;
  - (g) the Public Relations Director;
  - (h) the Tournament Direct; and
  - (i) five Executive Councillors.
- (2) The Executive Council may revise the Executive Councillor position names to other position names but the total number of voting Executive Council members shall not exceed fifteen in number.

### **14 The President**

The President shall be the nominal head of the Association and will chair any Council meeting or General Meeting at which he is present. In the event of the President not acting as Chairman, the Council shall appoint a Chairman from among the other Councillors.

### **15 Election of Ordinary Councillors**

- (1) Subject to these Rules, Ordinary Councillors elected under these Rules shall hold office for a term of two years from their election. Ordinary Councillors shall be elected every two years at the Annual General Meeting of the Association.
- (2) Nominations shall be called for by the Secretary General 28 days prior to the relevant Annual General Meeting.
- (3) Nominations must be;
  - (a) in writing;
  - (b) on the prescribed form provided for that purpose;
  - (c) signed by a nominator and a seconder, who must be Voting Members under these Rules; and
  - (d) certified by the nominee expressing his willingness to accept the position for which he is nominated.
- (4) Nominations must be received by the Secretary General at least 14 days prior to the relevant Annual General Meeting and shall be sent to Voting Members with the agenda for that General Meeting.
- (5) The elections shall be by preferential ballot and shall be by secret ballot on papers prepared by the Secretary General.

### **16 State Delegate**

- (1) The Association shall appoint a State Delegate from among the Councillors of the Executive Council to the National Executive.

- (2) The State Delegate shall hold office for 2 years and shall represent the Association at National Executive Meetings and General Meetings of the National body.

## **17 Powers of the Council**

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

## **18 Vacancies of the Councillors**

- (1) The office of a Councillor becomes vacant if the Councillor:
  - (a) becomes bankrupt;
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
  - (c) resigns his office in writing to the Association;
  - (d) is absent without the consent of the Councillors from 2 consecutive meetings of the Council;
  - (e) has, by decision of the judiciary committee, and supported by at least 75% of the Executive Council:
    - (i) acted in a manner unbecoming or prejudicial to the purposes and interests of the Association and/or taekwondo; or
    - (ii) brought the Association or taekwondo into disrepute;
  - (f) is prohibited from being a director of a company under the Corporations Law.
- (2) Any vacancy occurring in membership of the Council may be filled. Any vacancy occurring in the position of State Delegate will be appointed as per Rule 16. A Councillor filling a vacancy under this Rule shall hold office for the balance of the replaced Councillor's term until the next election year.
- (3) In the event of a vacancy or vacancies in the office of a Councillor or Councillors, the remaining Councillors may act but, if the number of remaining Councillors is not sufficient to constitute a quorum at a meeting of the Councillors, they may act only for the purpose of increasing the number of Councillors to a number sufficient to constitute such a quorum.
- (4) Subject to these Rules all Councillors shall continue in office for 2 years. The State Delegate may be re-appointed. All other Councillors may be re-elected.

## **19 Powers and duties of the Secretary General**

- (1) The Secretary General shall:
  - (a) plan, perform and manage the secretarial affairs of the Executive Council;
  - (b) submit a report to the Council at each Council meeting.
- (2) The Secretary General shall on behalf of the Association keep and maintain the register of Members in accordance with the Act.
- (3) The Secretary General shall cause the name of a person who dies or ceases to be a member under rule 10 to be deleted from the register of Members referred in 19 (2) above.

## **20 Meetings of the Council**

- (1) The Council shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. Eight Councillors may at any time, and the Secretary General shall, on requisition of 8 Councillors, convene a meeting of the Council.
- (1) Subject to these Rules questions arising at any meeting of the Council shall be decided by a majority of votes and a determination of a majority of Councillors shall for all purposes be deemed a determination of the Council. All Councillors shall have 1 vote on any question. The chairman of the meeting may exercise a casting vote where voting is equal.
- (3)
  - (a) A resolution in writing signed or assented to by telegram, telex, 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.
- (4) At meetings of the Council the number of Councillors whose presence is required to constitute a quorum is eight.
- (5) Unless all Councillors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 6 days notice of the meeting of the Council shall be given to each Councillor. The agenda shall be forwarded to each Councillor not less than 2 days prior to such meeting.
- (6) Notwithstanding the above Rule 20 (5), any agenda item or items tabled and agreed at the commencement of the meeting of the Council can be accepted and discussed time permitting for the duration of the meeting.
- (7) Proxy or postal voting shall be permitted at Council meetings provided the proxy or postal voting advise is lodged at or before the commencement of the Council meeting.

## **PART V - GENERAL MEETINGS**

### **21 Annual General Meeting**

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

## **22 Notice of General Meeting**

- (1) At least 14 days prior notice shall be given to Voting Members calling for any notice of motions intended for a General Meeting to be called.
- (2) At least 21 days notice of a General Meeting shall be given to Voting Members together with:
  - (a) any notice of motion received from any Voting Member and all supporting documents and materials;
  - (b) the agenda for the meeting;
  - (c) to Voting Members only, forms of authority in blank for proxy or postal votes.
- (3)
  - (a) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
  - (b) The business to be transacted at the Annual General Meeting includes the presentation and consideration of accounts and the reports of the Council and auditors, appointment of Life Members (if any) and, where an election year, the election of the Ordinary Councillors in the place of those retiring or the appointment and fixing of the remuneration of the auditors.
  - (c) When it is proposed to pass a special resolution, 21 clear days notice and in any other case 14 clear days notice, specifying the place and day and hour of meeting, and in the case of special business the general nature of that business shall be given to those Members set out under Rule 22 (1);
  - (d) Notice of every General Meeting shall be given to every Voting Member at the address appearing in the Register kept by the Association;
  - (e) No other person shall automatically be entitled as of right to receive notices of General Meetings.

## **23 Business**

- (1) All business that is transacted at a General meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the reports of the Council and auditors, the appointment of Life Members (if any) and the election of the Ordinary Councillors and the auditors (if any) in the place of those retiring under these Rules or otherwise, shall be special business.
- (2) No business other than that stated on the notice shall be transacted at that meeting.

## **24 Notices of Motion**

- (1) All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Secretary General not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.
- (2) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of 12 months

## **25 Special General Meetings**

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Special General Meetings may be convened by a resolution passed by a majority of 75% of the Council or on the requisition of 40% of Voting Members.

## **26 Proceedings of General Meetings**

- (1) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 40% Voting Members.
- (2) If within half an hour, from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the President may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (2) The President shall, subject to these Rules, preside as Chairman at every meeting of the Association.
- (4) (a) The President may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
  
(b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Except as provided in Rule 26 (4) (b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

- (5) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the President; or
  - (b) by more than 50% of Voting Members present.
- (6) Unless a poll is so demanded a declaration by the President that a resolution has on show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- (7) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## **27 Voting at General Meetings**

- (1) Each Voting Member shall have one vote at General Meetings.
- (2) No other Member shall be entitled to vote.
- (3) Where voting at General Meetings is equal the Chairman of the General Meeting may exercise a casting vote.

## **28 Proxy Voting / Postal Voting**

- (1) Proxy voting shall be permitted at all General Meetings provided an approved and executed proxy form is lodged with the Secretary General at or before the commencement of the meeting. No Member entitled to vote shall exercise more than 1 proxy vote at any one time.

- (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 General 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.

## **PART VI - MISCELLANEOUS**

### **29 Delegations**

- (1) The Council may by instrument in writing create or establish or appoint from among its own members or from the Members of the Association or from other selected personnel as occasion may require, Special Committees, Sub Committees, Committees, Boards or individual officers and consultants to carry out such duties and functions, and with such powers as the Council determines.
- (2) The Council may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function imposed on the Council by the Act or any other law, or these Rules or by resolution of the Association of the Association in General Meeting.
- (3) A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (4) A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation, including such as the receipt and expending of funds and determination of regulations for the effective functioning of the committee or board.
- (5) The Council may by instrument in writing, revoke wholly or in part any delegation made under this Article.

### **30 Regulations**

- (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.

### **31 Records and Accounts**

- (1) The Secretary General shall establish and maintain proper records and minutes concerning all Executive Council business, meetings and dealings of the Association and the Council and shall produce these as appropriate at each Council or General Meeting.

- (2) (a) Proper accounting and other records shall be kept in accordance with the approved accounting standards. The books of account shall be kept in the care and control of the Treasurer and shall be made available for inspection of Members upon request.
- (b) All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Councillors or in such manner as the Council determined.
- (c) The Treasurer shall be appointed by the Executive Council.
- (3) The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- (4) The Council will submit to the Members at the Annual General Meeting the Statements of Account of the Association as required under the Act and in accordance with these Rules.
- (5) The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.
- (6) The Secretary General shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy the Statements of Account, the Council's report, the auditor's report and every other document required by law to be attached to the balance sheet.
- (7) A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **32 Auditor**

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

## **33 Notice**

- (1) (a) Notices may be given by the Secretary General 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 1 day 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.

## **34 Seal**

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

### **35 Patron**

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

### **36 Indemnity**

- (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
  - (b) In the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

### **37 Addition, Alteration or Amendment**

- (1) No addition, alteration or amendment shall be made to or in these Rules unless the same has been approved by Special Resolution and consented by 75% of Members voting at a meeting to amend these Rules.
- (2) An amendment which affects the special rights of any particular class of Members must be approved by a 75% majority of Members of that class, present at a meeting, and need not be approved by any other class. Provided that the forgoing shall not apply to those classes of Members set out in paragraphs (b), (c), (d) and (e) of Rule 5 (1) who shall be deemed not to have any special rights under these Rules and hence there shall be no necessity to obtain majority approval from them on any issue unless the resolution purports to impose additional obligations on them, other than any increased annual subscription.

### **38 Dissolution**

- (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 twenty dollars (\$20).
- (2) If upon winding tip 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.

### **39 Authority to Trade**

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