

**International Taekwon-Do Foundation of New Zealand Incorporated
Constitution**

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International Taekwon-Do Foundation of New Zealand Incorporated Constitution

1. Definitions and Interpretation

Definitions

1.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

Affiliate means any person who for the time being is an affiliate of ITFNZ in accordance with clauses 4.2, 4.31 and 4.32.

AGM or **Annual General Meeting** means a meeting of the Members of ITFNZ held once a year convened under this Constitution.

Appointment Panel has the meaning given to it in clause 6.10.

Board means ITFNZ's governing body, and its committee for the purposes of the Act, established in accordance with clause 6.

Board Meeting means a meeting of the Board.

Board Member means a member of the Board, including the Chair.

Bylaws means any bylaws, policies, regulations and codes of ITFNZ made under clause 15.1.

Casual Vacancy is a vacancy which arises on the Board when a Board Member does not serve their full term of office.

Chair means the Board Member appointed as Chair of ITFNZ under this Constitution.

Chief Executive means the person in the highest-ranking management position in ITFNZ.

Club means a group, organisation or enterprise of which the operations are, or will be, focused on administering, promoting and developing Taekwon-Do.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means, in relation to an individual or other person, an electronic address and/or a postal address and a telephone number for the person.

Contact Person means a person holding the position of contact person for ITFNZ being the person the Registrar of Incorporated Societies can contact when needed.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

General Meeting means an AGM or SGM of ITFNZ.

Individual Member means an individual that meets the requirements for membership as an Individual Member described in clauses 4.13 and 4.14.

Interests Register means the register of interest disclosures made by Officers kept under this Constitution.

ITF means the International Taekwon-Do Federation, which administers and promotes Taekwon-Do internationally.

Life Member means an individual who meets the requirements for membership as a Life Member as described in clauses 4.15 and 4.16.

Matter means:

- (a) ITFNZ's performance of its activities or exercise of its powers; or
- (b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by ITFNZ.

Member means each person who for the time being is a member of ITFNZ, in any of the categories of members of ITFNZ described in clause 4.1.

Member Club means a person who meets the requirements for membership as a Member Club described in clauses 4.6 to 4.8.

Member Register means the register of Members kept under this Constitution.

Officer means the President, a Board Member, and any other individual treated as an officer of ITFNZ for the purposes of the Act (which includes, at the date of adoption of this Constitution, any individual occupying a position in ITFNZ that allows the person to exercise significant influence over the management or administration of ITFNZ).

Ordinary Resolution means a resolution passed by a majority of votes cast.

Purposes means the purposes of ITFNZ described in clause 3.1.

Region means a region of New Zealand determined by the Board in accordance with clause 4.10.

Regional Entity means an entity that meets the requirements for membership as a Regional Entity described in clauses 4.9 to 4.12.

SGM or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Auckland.

Interpretation

1.2 Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes an individual, a body corporate, an unincorporated body of persons, and any other entity or association recognised by law, and any reference to a particular entity includes a reference to that entity's successors.

- (e) A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.
- (g) To the fullest extent possible, this Constitution and any Bylaw of ITFNZ is to be interpreted consistently with the Act. In the event of any inconsistency, the Act will prevail to the extent of the inconsistency.
- (h) To the fullest extent possible, this Constitution and any Bylaw of ITFNZ is to be interpreted consistently with the rules, regulations, bylaws and directives of the ITF. In the event of any inconsistency, the rules, regulations, bylaws or directives of ITF will prevail to the extent of the inconsistency, unless otherwise required by law.

Notices

- 1.3 Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:
- (a) a Member using an email or postal address included in their Contact Details on the Member Register or otherwise provided by the Member;
 - (b) ITFNZ by email to ceo@itkd.co.nz or by post to ITFNZ's registered office set out on the Register of Incorporated Societies.
- 1.4 A notice or other communication is deemed to have been received:
- (a) if given by post, the earlier of the date it was left at the address of a person or five Working Days after it was put in the post; or
 - (b) if given by email, the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),
- provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. Details of ITFNZ

Name

- 2.1 The name of the society is International Taekwon-Do Foundation of New Zealand Incorporated (**ITFNZ**).

Status

- 2.2 ITFNZ is the governing body in New Zealand for Taekwon-Do.

Registered Office

- 2.3 The registered office of ITFNZ shall be a place in New Zealand determined by the Board and set out on the Register of Incorporated Societies.

Contact Person

- 2.4 At its first meeting following an AGM, the Board must appoint or reappoint at least one person, and a maximum of three persons, to the position of Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the

Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

3. Purposes and Powers

Purposes

3.1 The purposes of ITFNZ are to:

- (a) 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;
- (b) be the national body in New Zealand/Aotearoa to promote, develop, foster and administer Taekwon-Do, mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand/Aotearoa;
- (c) support and assist its Members to deliver Taekwon-Do throughout New Zealand/Aotearoa;
- (d) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in Taekwon-Do in ITFNZ's activities;
- (e) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of ITFNZ and participation in Taekwon-Do;
- (f) establish suitable qualifications and facilitate training for instructors, officials and other personnel involved in Taekwon-Do;
- (g) promote, develop and co-ordinate Taekwon-Do competitions and events;
- (h) publish and enforce the rules of Taekwon-Do;
- (i) protect the integrity of the art of Taekwon-Do and ITFNZ by promoting the tenets of Taekwon-Do, developing and enforcing standards of conduct, ethical behaviour and implementing good governance; and
- (j) maintain membership of, and co-operate with, the ITF.

Capacity and Powers

3.2 ITFNZ has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

3.3 ITFNZ's capacity and powers under clause 3.2 must only be exercised in furtherance of its Purposes.

4. Members and Affiliates

Categories of Membership

4.1 The Members of ITFNZ shall comprise:

- (a) Member Clubs, as the voting Members; and
- (b) non-voting Members, falling under the following categories:

- (i) Regional Entities;
- (ii) Individual Members; and
- (iii) Life Members.

4.2 ITFNZ may also have non-Member Affiliates, as the Board determines.

General Requirements to be a Member

4.3 Membership is open to any person conducting themselves in a lawful manner, regardless of gender, race or religion, who wishes to be involved with the Chang-Hon style of Taekwon-Do developed by Gen. Choi Hong Hi, the founder of Taekwon-Do, and seeks the honourable goals intrinsic in ITFNZ activities.

4.4 To become, and to remain, a Member, a person must:

- (a) meet all requirements for the relevant category of membership, including payment of any applicable membership fee or other amount payable;
- (b) consent to become a Member;
- (c) be accepted by the Board as a Member; and
- (d) be entered in the Member Register.

4.5 If any issue arises in relation to whether a person is a Member or meets the requirements for any category of membership, the Board shall be responsible for determining the issue.

Member Clubs

4.6 A Member Club must be a person who meets the requirements of clause 4.3 and operates a Club in a manner consistent with those requirements. The person may be:

- (a) a body corporate, including a company incorporated under the Companies Act 1993 or a society incorporated under the Act or, if still in force, the Incorporated Societies Act 1908;
- (b) an unincorporated body of persons, including an unincorporated society, a partnership, or a joint venture (in which case, for the purposes of this Constitution and the Act, the Member Club will be an individual or individuals representing the unincorporated body); or
- (c) an individual acting on their own account.

4.7 To become, and to remain, a Member Club, in addition to meeting the requirements of clauses 4.3, 4.4 and 4.6, the relevant person must:

- (a) in relation to the Club's operations, administer, promote, and develop Taekwon-Do in accordance with ITFNZ's Purposes, this Constitution, and any Bylaws, base those operations at a location or locations notified to and approved by the Board, and comply with any directions or guidelines issued by ITFNZ;
- (b) in relation to individuals involved with the Club who qualify for the Individual Member category of membership, facilitate those individuals becoming Individual Members and complying with their obligations as Individual Members, and provide to ITFNZ, or procure the provision of, all documents and information required by ITFNZ for that purpose;
- (c) where applicable, ensure that any constitution or other governing documentation adopted for the Club operations is consistent with ITFNZ's Purposes, this

Constitution, and any Bylaws, and provide to ITFNZ upon adoption, and upon request by ITFNZ, a copy of any such documentation and any amendments to it;

- (d) lead, promote and enable Diversity, Equity and Inclusion across the Club's operations, including in relation to the governance of those operations and participation in Taekwon-Do; and
- (e) act in good faith and with loyalty to ITFNZ to ensure the maintenance and enhancement of ITFNZ, ITFNZ's Purposes and reputation, and Taekwon-Do, for the collective and mutual benefit of ITFNZ, IFTNZ's Members and Affiliates, and participants in Taekwon-Do,

and the person must not be disqualified under clause 4.20.

4.8 A person wishing to become a Member Club must apply to ITFNZ and the application must:

- (a) be in a form, and include all documents and information, required by ITFNZ (as determined by the Board);
- (b) include the person's consent to become a Member;
- (c) be considered and either accepted or declined by the Board (as determined by the Board, in its absolute discretion), for which purpose the Board must:
 - (i) consider whether all of the requirements for the Member Club category of membership are, and will continue to be, met; and
 - (ii) in relation to a new Club, consult with any existing Member Clubs and any Regional Entity operating in the relevant Region, and take into account any feedback arising from such consultation; and
- (d) include payment of any applicable membership fee or other amount payable, unless the Board permits an application to be submitted by an applicant and determined by the Board before any such fee is paid,

and the Board must notify the person of the outcome of the application.

Non-Voting Members

Regional Entities

4.9 A Regional Entity must be an incorporated society under the Act or, if still in force, the Incorporated Societies Act 1908, or another form of entity, that meets the requirements of clause 4.3 and must have as its members or participants, and must represent, Member Clubs in a Region.

4.10 The Regions will be determined, and may be amended, by the Board, and the Board will approve only one entity as the Regional Entity for each Region.

4.11 To become, and to remain, a Regional Entity, in addition to meeting the requirements of clauses 4.3, 4.4 and 4.9, the relevant entity must:

- (a) have a name that has been approved by the Board, which must include reference to the name of the entity's Region;
- (b) have a constitution or other governing documentation that has been approved by the Board and is consistent with ITFNZ's Purposes, this Constitution, and any Bylaws, and provide to ITFNZ, upon adoption and upon request by ITFNZ, a copy of any such documentation and any amendments to it;

- (c) in relation to its operations and in particular its representation and work for Member Clubs, support the administration, promotion, and development of Taekwon-Do in the entity's Region in accordance with ITFNZ's Purposes, this Constitution, and any Bylaws, and comply with any directions or guidelines issued by ITFNZ;
- (d) in relation to individuals involved with the entity who qualify for the Individual Member category of membership, facilitate those individuals becoming Individual Members and complying with their obligations as Individual Members, and provide to ITFNZ, or procure the provision of, all documents and information required by ITFNZ for that purpose;
- (e) lead, promote and enable Diversity, Equity and Inclusion across the entity's operations, including in relation to the governance of those operations and participation in Taekwon-Do; and
- (f) act in good faith and with loyalty to ITFNZ to ensure the maintenance and enhancement of ITFNZ, ITFNZ's Purposes and reputation, and Taekwon-Do, for the collective and mutual benefit of ITFNZ, ITFNZ's Members and Affiliates, and participants in Taekwon-Do,

and the person must not be disqualified under clause 4.20.

4.12 An entity wishing to become a Regional Entity must apply to ITFNZ and the application must:

- (a) be in a form, and include all documents and information, required by ITFNZ (as determined by the Board);
- (b) include the entity's consent to become a Member;
- (c) be considered and either accepted or declined by the Board (as determined by the Board, in its absolute discretion), for which purpose the Board must:
 - (i) consider whether all of the requirements for the Regional Entity category of membership are, and will continue to be, met; and
 - (ii) in relation to a new entity, consult with the existing Member Clubs in the relevant Region and take into account any feedback arising from such consultation; and
- (d) include payment of any applicable membership fee or other amount payable, unless the Board permits an application to be submitted by an applicant and determined by the Board before any such fee is paid,

and the Board must notify the entity of the outcome of the application.

Individual Members

4.13 An Individual Member must be an individual who meets the requirements of clause 4.3 and is:

- (a) a member, proprietor or shareholder of a Member Club;
- (b) a board member or other officer, or other appointed personnel, of ITFNZ, a Member Club, or a Regional Entity;
- (c) a person who officiates or umpires for ITFNZ;
- (d) a person who coaches or manages for ITFNZ, a Member Club, or a Regional Entity; or

- (e) a person who holds, or has held, any position or interest in relation to Taekwon-Do that the Board determines warrants eligibility to become an Individual Member;

and the individual must not be disqualified under clause 4.20.

4.14 To become an Individual Member, an individual who qualifies under clause 4.13 must, if applicable through the relevant Member Club or Regional Entity referred to in clause 4.13 or otherwise directly:

- (a) provide to ITFNZ all documents and information required by ITFNZ (as determined by the Board), including the individual's consent to become a Member; and
- (b) pay any applicable membership fee or other amount payable.

Life Members

4.15 A Life Member must be an individual who meets the requirements of clause 4.3 and has provided outstanding services to ITFNZ and Taekwon-do (as determined by the Board and ITFNZ's membership), and the individual must not be disqualified under clause 4.20.

4.16 To become a Life Member, an individual who qualifies under clause 4.15 must:

- (a) be recommended by the Board and approved by a resolution of Member Clubs passed at a General Meeting (or by a written resolution in lieu of such a meeting) as a Life Member; and
- (b) provide to ITFNZ all documents and information required by ITFNZ (as determined by the Board), including the individual's consent to become a Life Member.

No membership fee or other amount shall be payable to become a Life Member.

Member Obligations and Rights

4.17 By consenting to be Members, all Members acknowledge and agree that:

- (a) they are bound by, and will comply with, this Constitution and any Bylaws and, to the extent they apply, the rules, procedures or policies of the ITF;
- (b) they are subject to the jurisdiction of ITFNZ;
- (c) they are entitled to all rights and entitlements granted by this Constitution and, subject to consistency with this Constitution, as determined by the Board;
- (d) to receive, continue to receive, or exercise Member rights, they must meet all requirements applicable to their membership as set out in this Constitution and any Bylaws, and as otherwise set by the Board, including payment of any applicable membership fees and other amounts payable within the required time period;
- (e) their membership does not confer any right, title or interest (legal or equitable) in, or any automatic right to use or benefit from, any property of ITFNZ, and ITFNZ is not permitted to be carried on for the financial gain of its Members in contravention of the Act;
- (f) they will promote the interests and Purposes of ITFNZ, and must not do anything to bring ITFNZ into disrepute; and
- (g) if they no longer meet all requirements applicable to their membership or fail to comply with any of the obligations set out or referred to in this clause 4.17, the Board may terminate their membership.

Suspension of Membership

- 4.18 If a Member is, or may be, in breach of any requirement applicable to their membership, and the Board believes it is in the best interests of ITFNZ to do so, the Board may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before invoking any such suspension, the Member must be given notice of the suspension.
- 4.19 Unless otherwise determined by the Board, while a Member is suspended the Member is:
- (a) not entitled to attend, speak or vote at a General Meeting;
 - (b) not entitled to receive or exercise any other rights or entitlements as a Member;
 - (c) in the case of an Individual Member or Life Member, not entitled to continue to hold office in any position within ITFNZ;
 - (d) not entitled to receive or exercise any rights or entitlements as a member or other participant in respect of any Member Club or Regional Entity; and
 - (e) required to comply with any other restrictions that the Board considers to be appropriate in the circumstances (for example, excluding or restricting the person's entitlement to train, instruct or otherwise participate in, or enter into, any ITFNZ, Member Club or other facilities, programs or events associated with ITFNZ);

until such time as the alleged breach referred to in clause 4.18 is resolved or determined.

Disqualification and Cessation of Membership

- 4.20 A person is disqualified from becoming a Member or shall immediately cease to be a Member, as applicable, in the following circumstances:
- (a) for the Member Club and Regional Entity categories of membership:
 - (i) the person is a non-individual subject to any insolvency event or process (including liquidation, administration, receivership, statutory management, or any similar event or process), or dissolved or wound up; or
 - (ii) the person is an individual who is prohibited under any legislation from holding office as a director, a trustee, or an officer of an incorporated society or charitable entity, or is deceased;
 - (b) for the Individual Member and Life Member categories of membership, the individual is deceased; and
 - (c) for all categories of membership:
 - (i) the Board receives and accepts a Member's written notice of resignation of their membership;
 - (ii) the Board terminates a Member's membership as permitted under clause 4.17(g); or
 - (iii) a Member's membership is terminated following a dispute resolution process or other such process set out or referred to in this Constitution.
- 4.21 A person who ceases to be a Member:
- (a) must not hold themselves out or permit themselves to be held out, in any way, as a Member of ITFNZ;

- (b) remains liable and responsible for payment of any outstanding membership fees and other amounts payable by the Member to ITFNFZ;
- (c) must return to ITFNFZ any property of ITFNFZ, if required by the Board; and
- (d) ceases to be entitled to receive or exercise any rights or entitlements as a Member, but otherwise continues to be bound by the obligations of a Member under this Constitution if required by the Board.

Membership Fees

4.22 The Board may, following reasonable consultation with the membership and consideration of any feedback arising from such consultation, determine:

- (a) any membership fees and other amounts payable by Members in respect of their membership, and the applicable due date(s) and method(s) of payment; and
- (b) different levels of membership fees and other amounts for Members falling into the different categories of membership, and for different types or subcategories of Members within those categories.

Member Register

4.23 The Board must ensure that an up-to-date Member Register is kept for ITFNFZ that includes details of all current Members and all former Members who ceased to be Members within the past 7 years.

4.24 Without limiting the details that the Board may require to be included in the Member Register, the details that must be included in the Member Register, for each Member unless the context requires otherwise, are:

- (a) the name(s) of the Member;
- (b) the category of membership;
- (c) the Member's Contact Details, which for Member Clubs that are bodies corporate and for Regional Entities must include the name and Contact Details of at least one individual contact person;
- (d) for Member Clubs:
 - (i) whether the relevant operator of the Club is a body corporate, an unincorporated body, or an individual; and
 - (ii) the name(s) and qualifications of the instructor(s) for the Club;
- (e) for Individual Members and Life Members:
 - (i) if applicable, the Member Club to which they are connected; and
 - (ii) their ITF and ITFNFZ qualifications;
- (f) the start date for the membership;
- (g) if applicable, the date the membership ceased; and
- (h) any other detail(s) required to be included in the Member Register under the Act or for the purposes of this Constitution.

- 4.25 Subject to clause 4.26, a Member must notify ITFNZ of any required amendment or addition to the Member's details on the Member Register as soon as reasonably practicable.
- 4.26 In the case of an Individual Member whose membership is based on their membership or other position in respect of a Member Club or Regional Entity, the Individual Member may notify that Member Club or Regional Entity of any required amendment or addition to the Individual Member's details on the Member Register, and the Member Club or Regional Entity must then notify ITFNZ, in each case as soon as reasonably practicable.
- 4.27 The Board must ensure that the Member Register is updated as soon as reasonably practicable after ITFNZ becomes aware, by way of notice from a Member under clause 4.25 or 4.26 or otherwise, of any information that requires an amendment or addition to any details included in the Member Register.
- 4.28 If ITFNZ is not aware of any information that requires an amendment or addition to a person's details in the Member Register, then ITFNZ is entitled to rely upon the person's details in the Member Register for the purposes of this Constitution including issuing any notice or other communication to a Member.
- 4.29 A person's details included in the Member Register must not be used or disclosed for any purpose other than furthering ITFNZ's Purposes and complying with this Constitution and the Act without the relevant person's consent.
- 4.30 For the purpose of maintaining and ensuring the integrity of the Member Register:
- (a) the Board may review or procure a review of a Member Club or Regional Entity's records in relation to Individual Members whose membership is based on their membership or other position in respect of the Member Club or Regional Entity; and
 - (b) the relevant Member Club or Regional Entity must provide full access to such records for that purpose at the Board's request.

Affiliates

- 4.31 The Board may establish any one or more categories of Affiliates, for persons who are not Members but whose relationship and/or involvement with ITFNZ and Taekwon-do warrants recognition and facilitation by way of affiliation to ITFNZ.
- 4.32 Subject to consistency with this Constitution and the position that Affiliates are not Members, the Board may determine the requirements that need to be met for a person to become an Affiliate, the application process, any applicable affiliation fees or other amounts payable, Affiliate obligations and rights, and any other details for Affiliates generally or for each category of Affiliates, as applicable.

5. General Meetings

Holding General Meetings

- 5.1 The method of holding General Meetings will be determined by the Board, provided that General Meetings must be held by:
- (a) assembling at a physical venue designated for the meeting;
 - (b) participating by audio or audio-visual link or other electronic communication designated for the meeting; or

(c) a combination of the methods set out in paragraphs (a) and (b);

provided that in relation to any use of the method set out in paragraph (b) all persons present, physically (if applicable) and/or by electronic means, at the relevant meeting must be able to hear all speakers at the meeting and, if entitled to do so, speak to all others present at the meeting.

AGMs

- 5.2 ITFNZ must hold an AGM once a year at the time, date and place as the Board decides, provided that each AGM must be held:
- (a) no later than 1 May each year, for so long as ITFNZ's balance date remains 31 December; and
 - (b) if ITFNZ's balance date changes, no later than 4 months after ITFNZ's balance date and not more than 15 months after the previous AGM.
- 5.3 The Members must be given at least 70 days' notice of the AGM. For that purpose, it will be sufficient that notice to all Members of an AGM is posted on ITFNZ's website and notice to all Member Clubs of an AGM is emailed to all Member Clubs.
- 5.4 The following business will be discussed at each AGM:
- (a) confirmation of the minutes of the previous AGM;
 - (b) the Board's presentation of the following information for the most recently completed accounting period:
 - (i) the annual report;
 - (ii) the annual financial statements;
 - (iii) the auditor's report to members on the financial statements, which must be audited by a qualified auditor; and
 - (iv) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
 - (c) the election of the President;
 - (d) the election of any Elected Board Members;
 - (e) the appointment or announcement of any Appointed Board Members;
 - (f) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (g) consideration of any other items of business that have been properly submitted for consideration at the AGM and set out in the agenda for the AGM; and
 - (h) any other items raised for discussion at the AGM, provided that the Member Clubs present must agree by Special Resolution to deal with any such item at the AGM.
- 5.5 Members must give notice of any proposed motions and other items of business to ITFNZ at least 30 days before the date of the AGM.
- 5.6 Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 21 days before the date of the AGM.

SGM

- 5.7 The Board may call an SGM of its own accord, and the Board must call an SGM if it receives a written request stating the purpose of the SGM signed or consented to by 75% or more of the Member Clubs.
- 5.8 Members must be given at least 21 days' notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. It shall be sufficient for such notice to be given to all Member and to Member Clubs in the manner set out in clause 5.3.
- 5.9 An SGM may only consider and deal with the business specified in the notice of the SGM.

Quorum

- 5.10 No business is to be transacted at any General Meeting unless a quorum is present. The quorum for a General Meeting is 51% of the Member Clubs who are entitled to vote, and all Member Clubs present at the meeting (physically or by electronic means, as applicable for the meeting) in person or by proxy will be counted in determining whether a quorum is established. A quorum must always be present during the General Meeting.
- 5.11 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM is adjourned to a day, time and place determined by the chair of the AGM. If no quorum is achieved at the further AGM, the Member Clubs present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.
- 5.12 If a quorum is not reached within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

Control of General Meetings

- 5.13 The President of ITFNZ chairs General Meetings. If the President is unavailable, a member of the Board other than the Chair (appointed by the Board) will preside.

Attendance and Voting

- 5.14 The following persons are eligible to attend and speak at General Meetings:
- (a) one individual nominated by each Member Club; and
 - (b) any other persons invited by the Board.
- 5.15 Members other than Member Clubs are entitled to attend General Meetings (in the case of a Regional Entity, by one individual nominated by the Regional Entity), but not to speak unless invited by the Board or approved by Member Clubs at the meeting.
- 5.16 Each Member Club present at a General Meeting (physically or by electronic means, as applicable for the meeting), either in person by its nominated individual as per clause 5.14(a) or by proxy, shall be entitled to one (1) vote per 20 Individual Members, or part thereof, who are connected with that Member Club (based on the Member Register).

Method of Voting

- 5.17 Voting is conducted by proxy and by voices, (or a show of hands and/or other appropriate means as determined by the chair of the meeting, unless a secret ballot is called for and approved by Ordinary Resolution of Member Clubs or as otherwise required under this Constitution.

- 5.18 Elections of the Elected Board Members at an AGM must be undertaken by secret ballot. Two scrutineers must be appointed at the General Meeting to count the votes.
- 5.19 An Ordinary Resolution of Member Clubs at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.
- 5.20 Voting by electronic means (including proxy voting, or proxy voting instructions, by electronic means) is permitted.
- 5.21 Proxy voting is permitted. Where a Member Club appoints a proxy, the proxy must be appointed and given instructions for a particular General Meeting and notice of the proxy signed by an authorised person of the Member Club must be received by the chair of the General Meeting prior to the start of the General Meeting. The form of the proxy is:

I [insert name] of [insert address], being authorised to do so for [insert name of Member Club], appoint [insert name of proxy] as my proxy to speak and vote for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting.

I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].

The appointed proxy must be either a representative of a Member Club as per clause 5.14(a) or otherwise the President or other person chairing the General Meeting, and the appointed proxy must be present at the General Meeting (physically or by electronic means, as applicable for the meeting) to speak and vote.

Minutes

- 5.22 Full minutes must be kept of all General Meetings.

Omissions and Irregularities

- 5.23 The General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.
- 5.24 The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting if:
- (a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the General Meeting and a majority of two-thirds of votes cast is obtained in favour of the motion to proceed.

Resolution passed in lieu of Meeting

- 5.25 A resolution in writing signed or consented to by email or other electronic means by at least a 75% majority of all Member Clubs is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any such resolution may consist of several documents in the same form each signed or consented to by one or more Member Clubs.

6. President and Board

President Role and Election

6.1 The role of the President is:

- (a) To be ITFNZ's representative to the ITF;
- (b) To represent ITFNZ at all ceremonial and official events;
- (c) To represent the interest of all Members;
- (d) To chair General Meetings;

6.2 The President shall be elected by Ordinary Resolution at an AGM. The President shall hold office until the conclusion of the second AGM held after the AGM at which they were elected. The President is eligible for re-election at the end of their tenure in office.

6.3 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members (clause 6.9).

6.4 The President shall have the right to attend and speak at Board Meetings but shall have no right to vote.

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

Board Functions and Powers

6.6 The Board is the governing body of ITFNZ and ITFNZ's committee for the purposes of the Act. In furtherance of ITFNZ's Purposes, and subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution:

- (a) the Board must manage, direct or supervise the operation and affairs of ITFNZ; and
- (b) the Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of ITFNZ.

Board Composition

6.7 The Board consists of a minimum of five (5) and a maximum of seven (7) members, comprising:

- (a) up to four individuals elected at the AGM under clause 6.9 (**Elected Board Members**); and
- (b) up to three individuals appointed under clause 6.8 (**Appointed Board Members**),

provided that more than 50% of the Board must be Members and/or representatives of body corporate Members.

Appointment and Election of Board Members

6.8 Appointed Board Members are appointed as follows:

- (a) the Appointment Panel must call for applications for any Appointed Board Member positions that are to be vacated at the conclusion of an AGM, by a date set by the Board or, if no date is set, at least 70 days before the AGM;

- (b) applications are to be made in the form decided by the Appointment Panel and must be received by the Appointment Panel by a date set by the Board or, if no date is set, at least 20 days before the AGM;
- (c) an applicant for an Appointed Board Member position may also be a nominee for an Elected Board Member position, 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;
- (d) the Appointment Panel must undertake its responsibilities as set out in clause 6.15;
- (e) within 14 days after the AGM, the Appointment Panel must notify the Board of the Appointed Board Member(s) who are to assume office; and
- (f) in turn, the Board must, within 21 days after the AGM, notify Members of the Appointment Panel's decision regarding any Appointed Board Member(s) it has appointed (for which purpose it will be sufficient that notice to all Members is posted on ITFNZ's website and notice to all Member Clubs is emailed to the Member Clubs).

6.9 Elected Board Members are elected as follows:

- (a) the Board must call for nominations for any positions that are to be vacated at the conclusion of an AGM, by a date set by the Board or, if no date is set, at least 70 days before the AGM;
- (b) nominations are to be made in the form decided by the Board and must be received by a date set by the Board or, if no date is set, at least 30 days before the AGM;
- (c) a final list of nominations will be circulated to the Member Clubs at least 21 days before the AGM;
- (d) if the number of nominees exceeds the number of Elected Board Member positions to be filled, then:
 - (i) an election is to be held by secret ballot or any other method of voting required by the Board;
 - (ii) the nominee or nominees with the highest number of votes in their favour to fill the vacant position(s) shall be declared elected; and
 - (iii) if the number of votes for two or more nominees to fill a vacant position is equal, a further vote will be held in relation to the tied nominees; and
- (e) if the number of nominees is equal to or less than the number of Elected Board Member positions to be filled, then:
 - (i) a vote will still be held in relation to each nominee, by secret ballot or any other method of voting required by the Board; and
 - (ii) a nominee shall be declared elected provided that their election is supported by at least 40% of the votes cast.

Appointment Panel

6.10 There will be a four person Board Appointment Panel (**Appointment Panel**) comprising the following people (each a **Panel Member**):

- (a) the Chair, or if the Chair is not eligible or willing to serve on the Appointment Panel or is seeking reappointment or re-election to the Board, then another Board

Member who is eligible to serve on the Appointment Panel and is not seeking re-appointment or re-election to the Board as determined by the Board;

- (b) the President;
- (c) a nominee who is independent of ITFNZ and is experienced in governance and the functions and appointment process of board members in New Zealand, as determined by the Board; and
- (d) a nominee who is independent of the Board and has an interest and understanding of sport/recreation/play in New Zealand, as determined by the Board,

and the Appointment Panel must be diverse and inclusive and at a minimum must always have diversity of gender among its people.

- 6.11 A person will not be eligible to be a Panel Member or remain as a Panel Member if any of the circumstances listed in clause 6.26 apply to that person.
- 6.12 If the Board as a whole has been removed, resigns en masse, or does not have a quorum and is unable to appoint the Appointment Panel, an interim Board and/or a four person Appointment Panel will be appointed by Sport New Zealand Ihi Aotearoa (as determined by Sport New Zealand Ihi Aotearoa).
- 6.13 The convenor of the Appointment Panel is the person referred to in clause 6.10(a).
- 6.14 Panel Members remain in office for the period necessary to fulfil their responsibilities in relation to each Board Member vacancy for which the Appointment Panel was established. A person is not eligible to serve on the Appointment Panel following the fifth anniversary of their first appointment to the Appointment Panel.
- 6.15 The Appointment Panel is independent of the Board and is responsible for:
 - (a) advertising, identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - (b) receiving and assessing applications from candidates for appointment as Appointed Board Members, including undertaking such enquiries and holding interviews and meetings as it sees fit; and
 - (c) deciding the candidates to be appointed as Appointed Board Members;
- 6.16 In determining the appointment of Appointed Board Members, the Appointment Panel will consult with the Board and consider, based on merit, the following factors about the candidate and the Board as a whole:
 - (a) prior experience as a director, trustee, officer or experience in any other governance role;
 - (b) knowledge of, and experience in Taekwon-Do organisations generally;
 - (c) understanding of the legal, regulatory, fiduciary and ethical obligations of Board Members;
 - (d) the desire for conflicts of interest on the Board to be minimised;
 - (e) the desire for a wide range of knowledge, skills, and experience on the Board; and
 - (f) the desire for diversity and inclusion on the Board.
- 6.17 No Panel Member may seek to become a Board Member while a Panel Member.

- 6.18 The Board and Appointments Panel shall develop and maintain a Terms of Reference regarding the appointments process.
- 6.19 The quorum for a meeting of the Appointment Panel is three (3) Panel Members.
- 6.20 Any decision of the Appointment Panel regarding the appointment of Appointed Board Members must be unanimous (be it either a decision of the Appointment Panel at a meeting or a decision in writing in lieu of a meeting).
- 6.21 All information received by the Appointment Panel and its discussions must be kept confidential except to the extent required by law. Panel Members must notify the convenor of any potential conflict of interest in considering any candidate. If the convenor considers it appropriate to do so, they may require that Panel Member to vacate their position. If the convenor considers they may have a potential conflict of interest, they must notify the other Panel Members and the Board. If the Board considers it appropriate to do so, it may require that convenor to vacate their position.
- 6.22 The Board may remove any Panel Member if the Board considers, in its sole discretion, that:
- (a) that Panel Member has a conflict of interest which has not been resolved to the satisfaction of the Board; or
 - (b) there are circumstances which may give rise to a question of actual or apparent bias in the Appointment Panel's composition and/or process.
- 6.23 Before removing any Panel Member, the Board must:
- (a) notify that Panel Member of its proposal to remove them; and
 - (b) give that Panel Member and the other Panel Members the opportunity to make submissions on the proposed removal and the opportunity to be heard.
- 6.24 Any vacancy on the Appointment Panel will be filled to ensure that the Appointment Panel is constituted in accordance with clause 6.10.

Qualification

- 6.25 Every Board Member must, in writing:
- (a) consent to be a Board Member; and
 - (b) certify that they are not disqualified from being elected or appointed or holding office as a Board Member by this Constitution or under section 47 of the Act.

Disqualification

- 6.26 The following persons are disqualified from being elected or appointed or holding office as a Board Member, or in the case of clause 6.11 from being or remaining as a Panel Member:
- (a) A person who is an employee of, or contractor to, ITFNZ.
 - (b) A person who is disqualified from being elected, appointed or holding office as an officer of a society under section 47 of Act.
 - (c) A person who has been removed as a Board Member or Panel Member following a process under this Constitution or any Bylaw.
- 6.27 If an existing Board Member or Panel Member becomes a person to whom clauses 6.26(a), (b) or (c) applies, they must immediately notify the Board and, regardless of such

notification, shall be deemed to have vacated their position as a Board Member or Panel Member.

Term of Office

- 6.28 The term of office for all Board Members runs from the effective date of their appointment or election to the conclusion of the third AGM held after that date. A Board Member may be re-elected or reappointed to the Board but may only serve a maximum of two consecutive terms of office. Prior to each AGM, the Board will advise the Appointment Panel of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.
- 6.29 Any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total terms served.

Vacancies

- 6.30 If there is a Casual Vacancy on the Board in relation to an Appointed Board Member position:
- (a) for a Casual Vacancy arising six (6) months or more after the last AGM, the remaining Board Members may:
 - (i) refer the appointment to the Appointment Panel to fill under clause 6.8 with such modifications as to timing and process as it considers appropriate to fill the Casual Vacancy as soon as reasonably practicable;
 - (ii) appoint a person of their choice to fill the Casual Vacancy; or
 - (iii) leave the Casual Vacancy unfilled until the next AGM; and
 - (b) for a Casual Vacancy arising less than six (6) months after the last AGM, the remaining Board Members must refer the appointment to the Appointment Panel to fill under clause 6.8 with such modifications as to timing and process as it considers appropriate to fill the Casual Vacancy as soon as reasonably practicable.
- 6.31 A person appointed to fill a Casual Vacancy in relation to an Appointed Board Member position continues until the expiry of the term of the person they replace.
- 6.32 If there is a Casual Vacancy on the Board in relation to an Elected Board Member position, the remaining Board Members may:
- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;
 - (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected under clause 6.9 to fill the remainder of the term of the Casual Vacancy;
 - (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected under clause 6.9 to fill the remainder of the term of the Casual Vacancy.

Suspension of Board Member

- 6.33 If a Board Member is or may be the subject of an allegation or notice relating to a matter described under clause 6.26 or any other circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may by Special Resolution suspend the Board Member from the Board and set such other conditions as it requires pending the final determination of such allegation, notice or

circumstances. Before invoking any such suspension, the Board Member must be given notice of the suspension.

Removal of Board Member

6.34 The Board may, by Special Resolution, remove a Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:

- (a) has seriously breached their duties under this Constitution or the Act;
- (b) is no longer a suitable person to be a Board Member; or
- (c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring ITFNZ or Taekwon-Do into disrepute or which may be prejudicial to the Purposes or the interests of ITFNZ and/or Taekwon-Do if they remain as a Board Member.

The Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

6.35 Before considering a motion for removal, the Board Member affected by the motion must be given:

- (a) notice that a Board Meeting is to be held to discuss the motion to remove the Board Member;
- (b) adequate time to prepare a response;
- (c) the opportunity prior to the Board Meeting to make written submissions; and
- (d) the opportunity to be heard at the Board Meeting.

Board Member ceasing to hold office

6.36 A person ceases to be a Board Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Board;
- (c) the person is removed from office under this Constitution;
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act; or
- (e) the person dies.

7. Board Meetings

7.1 Board Meetings may be called at any time by the Chair or by any three (3) or more Board Members, but generally the Board meets quarterly.

7.2 Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

Quorum

7.3 To establish a quorum for a Board Meeting (to be able to commence, and to conduct any business at, such a meeting), there must always be at least four (4) Board Members at the meeting.

- 7.4 Any Board Member may be counted for the purposes of a quorum, participate in any Board Meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Board Meetings held wholly or partly using audio or audio-visual link or other electronic communication that enables all persons participating in the Board Meeting to hear each other effectively and simultaneously throughout the meeting.

Chair and Deputy Chair

- 7.5 At its first meeting following an AGM, the Board must elect a Chair, who shall retire from that office at the conclusion of the following AGM.
- 7.6 At its first meeting following an AGM, the Board must elect a Deputy Chair, who shall retire from that office at the conclusion of the following AGM.
- 7.7 The role of the Chair is to chair meetings of the Board. If the Chair is unavailable, the Deputy Chair will chair meetings of the Board. If both are unavailable, another Board Member must be appointed by the Board to undertake the Chair's role during the period of unavailability.

Voting

- 7.8 Subject to any conflict of interest precluding a Board Member from voting (see clause 9.4), each Board Member has one vote. Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.
- 7.9 The Chair does not have a casting vote.

Resolution in Writing

- 7.10 A resolution in writing signed or consented to by email or other electronic means by all Board Members is valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed or consented to by one or more Board Members.

8. Officers' Duties

- 8.1 All Officers must, in writing, consent to being an Officer and certify that they are not disqualified from being elected or appointed or holding office as an Officer under this Constitution or under section 47 of the Act, and each Officer:
- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of ITFNZ;
 - (b) must exercise a power as an Officer for a proper purpose;
 - (c) must not act, or agree to ITFNZ acting, in a manner that contravenes the Act or this Constitution;
 - (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account (without limitation) the nature of ITFNZ, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
 - (e) must not agree to the activities of ITFNZ being carried on in a manner likely to create a substantial risk of serious loss to ITFNZ's creditors or cause or allow the

activities of ITFNZ to be carried on in a manner likely to create a substantial risk of serious loss to ITFNZ's creditors;

- (f) must not agree to ITFNZ incurring an obligation unless the Officer believes at that time on reasonable grounds that ITFNZ will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or
 - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

provided that the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that their reliance is unwarranted.

9. Officers' Interests

9.1 An Officer is **Interested** in a Matter if the Officer:

- (a) may obtain a financial benefit from the Matter;
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter;
- (c) may have a financial interest in a person to whom the Matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

but an Officer is not interested in a Matter:

- (e) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
- (f) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of ITFNZ due to the membership of those members; or
- (g) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

9.2 The Board must keep an Interests Register.

9.3 An Officer who is Interested in a Matter relating to ITFNZ must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be

quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register.

9.4 A Board Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
- (c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent; and
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

9.5 Despite clause 9.4, if 50% or more Board Members are Interested in a Matter and it necessary or appropriate for ITFNZ to make a decision on the matter, an SGM must be called to consider and determine the Matter.

9.6 The Board must notify Members of any failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure and in accordance with any applicable requirements under the Act.

10. Chief Executive

10.1 A Board may engage a Chief Executive.

10.2 The Chief Executive is under the direction of the Board and is responsible for the day-to-day management of the affairs of ITFNZ under this Constitution and the Bylaws and within any delegated authority from the Board.

10.3 The Chief Executive may attend Board Meetings as and when required by the Board but has no voting rights.

11. Indemnity and Insurance

11.1 ITFNZ indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.

11.2 With the prior approval of its Board, ITFNZ may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

11.3 ITFNZ is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
- (b) costs incurred by the Officer for any claim or proceeding relating to that liability.

12. Funds/Property and Finances

Control and Use of Funds/Property

- 12.1 The funds and property of ITFNZ are:
- (a) controlled, invested, applied, used, and disposed of by the Board, subject to this Constitution; and
 - (b) devoted solely to the promotion of the Purposes and must not be used or available for use for private pecuniary profit.
- 12.2 The Board must ensure that ITFNZ has and maintains a bank account or accounts for the receipt and disbursement of ITFNZ's funds.

Financial Statements and Audit

- 12.3 ITFNZ's balance date is 31 December, or another date as the Board decides, and the Board must ensure that financial statements are prepared for ITFNZ, in accordance with any applicable requirements under the Act, for each accounting period ending on the balance date.
- 12.4 ITFNZ's financial statements must be audited each year, and the audited financial statements must be submitted to the AGM. The auditor will be an independent and suitably qualified person appointed by the Board.

Finance, Audit and Risk Committee

- 12.5 The Board shall establish a permanent committee of the Board which shall provide advice to the Board on finance and audit matters. The composition, powers, functions and procedures of such committee shall be determined by the Board and made available to Members, for example by publication on the ITFNZ website.

No Personal Benefit

- 12.6 Officers, Members who are individuals (other than individuals who are, or are acting for, Member Clubs), and their associates (including direct family or any associated entity) may not receive any distributions of profit or income from ITFNZ. This does not prevent such Officers, Members or associates:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with the organisation for goods or services supplied to or from them on arms' length terms, relative to what would occur between unrelated parties,

provided no Officer, Member or associate is allowed to influence any decision made by ITFNZ in respect of any such payments or transactions to or with them or any of their associates.

13. Method of contracting

- 13.1 A contract or other enforceable obligation may be entered into by ITFNZ:
- (a) in the case of a deed, by entry into the deed on behalf of ITFNZ and with the deed being signed under the name of ITFNZ by:
 - (i) 2 or more Officers; or

- (ii) an Officer and another person authorised by the Board, whose signature or signatures must be witnessed; or
- (b) in the case of a contract or other enforceable obligation without a deed, by entry into the obligation on behalf of ITFNZ by a person acting under ITFNZ's express or implied authority.

14. Amendment/Replacement

- 14.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.
- 14.2 No amendment or replacement of this Constitution will be valid or effective if it would be inconsistent with the Act, or would detract from ITFNZ's establishment mainly to promote amateur Taekwon-Do in New Zealand, or would permit any part of ITFNZ's funds to be used or available for use for private pecuniary profit.
- 14.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

15. Bylaws

- 15.1 The Board may make and amend Bylaws for the conduct and control of ITFNZ's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Purposes, the Act and any other laws. All Bylaws are binding on ITFNZ and the Members.
- 15.2 The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

16. Integrity

- 16.1 ITFNZ adopts the Sports Anti-Doping Rules (“**SADR**”) made by the Integrity Sport and Recreation Commission under the Integrity Sport and Recreation Act 2023, and any amendments to or replacements of SADR, as its Bylaws on anti-doping.

17. Dispute Resolution

- 17.1 Any dispute or complaint arising in respect of ITFNZ or any aspect of its operations and affairs (including any dispute or complaint as referred to in section 38 of the Act) will be handled in accordance with:
 - (a) the applicable procedures prescribed by this Constitution and/or any relevant Bylaws, which must be consistent with the rules of natural justice and must be interpreted and implemented accordingly; or
 - (b) in the absence of any applicable procedures as referred to in paragraph (a), the procedures set out in Schedule 2 of the Act.

- 17.2 Unless this Constitution or any applicable Bylaw provides otherwise, any Member wishing to appeal a decision of ITFNFZ regarding any complaint or disciplinary matter where they have exhausted their dispute or complaint resolution rights under this Constitution and/or the Bylaws, may appeal to the Sports Tribunal of New Zealand. The rules of the Sports Tribunal of New Zealand apply to any such appeal.

18. Liquidation/Dissolution and Distribution of Surplus

- 18.1 The Board must give notice to all Members at least 20 Working Days of a proposed motion:
- (a) to appoint a liquidator;
 - (b) to remove ITFNFZ from the Register of Incorporated Societies;
 - (c) to proceed with any other form of dissolution, winding up or amalgamation process; or
 - (d) for the distribution of ITFNFZ's surplus assets.
- 18.2 The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.
- 18.3 Any resolution for a motion set out in clauses 18.1(a) to (d) must be passed by a Special Resolution of Member Clubs.
- 18.4 The surplus assets of ITFNFZ, after the payment of all costs, debts and liabilities, must be disposed of to a not-for-profit entity (as defined under the Act), or to two or more not-for-profit entities, that operates for purposes similarly to ITFNFZ's Purposes.

19. Matters not provided for

- 19.1 If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Bylaws, or if any dispute arises in relation to the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Board.

20. Transition

- 20.1 This Constitution comes into effect upon its registration under the Act, replacing ITFNFZ's previous constitution, and this clause 20 applies to facilitate transition of ITFNFZ from the previous constitution to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.
- 20.2 Subject to the Act, the Board may amend any requirement for anything to be done under this Constitution and/or the date by which this Constitution requires anything to be done. This clause applies for a period of one year after this Constitution comes into effect and is solely to enable flexibility in the transition of ITFNFZ from the previous constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.

Transition of President, Board Members and Other Positions

- 20.3 In relation to the transition to this Constitution at the time it comes into effect, unless the context requires otherwise:

- (a) the President under ITFNZ's previous constitution will continue in that position as if they had been elected under this Constitution at the time they were elected or appointed under the previous constitution;
- (b) the Elected Board Members and Appointed Board Members elected and appointed under ITFNZ's previous constitution will continue as Board Members under this Constitution as if they had been elected or appointed, as Elected Board Members and Appointed Board Members respectively, under this Constitution at the time they were elected or appointed under the previous constitution;
- (c) any period of service undertaken by an individual as a Board Member under ITFNZ's previous constitution will be counted in determining when the individual's term of office expires and in determining the individual's eligibility for election or appointment for any further term under clause 6.28;
- (d) any Chief Executive, auditor or other appointee appointed under ITFNZ's previous constitution will continue in the relevant role under this Constitution as if they had been appointed under this Constitution at the time they were appointed under the previous constitution; and
- (e) the Finance, Audit and Risk Committee established under ITFNZ's previous constitution (or any equivalent committee or subcommittee, as determined by the Board) will continue as if it had been established under clause 12.5 of this Constitution;

provided that in relation to any person whose position would make them an Officer under the Act, the person must, in writing, consent to being an Officer and certify that they are not disqualified from being elected or appointed or holding office as an Officer under this Constitution or under section 47 of the Act.

Transition of Members and Affiliates

20.4 In relation to the transition to this Constitution at the time it comes into effect, unless the context requires otherwise:

- (a) Member Schools/Clubs under ITFNZ's previous constitution will become Member Clubs under this Constitution, as if they had become Member Clubs under this Constitution at the time they became Member Schools/Club under the previous constitution;
- (b) Members in each of the following categories under ITFNZ's previous constitution will become Members in the corresponding category under this Constitution, as if they had become Members under this Constitution in the relevant category at the time they became Members under the previous constitution:
 - (i) Regional Entities, but in relation to this category of membership continuation of membership is conditional upon Board approval of the constitution or other governing documentation of the entity (with reference to clauses 4.9 and 4.11 of this Constitution);
 - (ii) Individual Members; and
 - (iii) Life Members; and
- (c) unless the Board determines otherwise, Affiliated Schools/Clubs under ITFNZ's previous constitution will become Affiliates under this Constitution, as if the Board had determined to establish that category of Affiliates under this Constitution and

approved affiliation under this Constitution at the time affiliation was approved under the previous constitution;

provided that in relation to those persons who become Members under this Constitution, the Board must be satisfied that those persons have consented to membership and that ITFNZ has all relevant information required for inclusion on the Member Register.

Transition of Bylaws and Other Matters

- 20.5 All bylaws, policies, regulations of ITFNZ which were in force immediately prior to this Constitution or any previous constitution coming into effect continue in force as Bylaws under this Constitution, until such time as they are revoked by the Board. If any of those bylaws, policies, regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.
- 20.6 All other things done, including all contractual and other arrangements entered into, all decisions and appointments made, and any proceedings commenced, in each case in accordance with ITFNZ's previous constitution or any earlier constitution and any other applicable law, prior to this Constitution coming into effect remain valid and effective and, if applicable, may be continued and completed under this Constitution.

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