



# CONSTITUTION

**Dated: 28 March 2008**

**Revision Number: 1**

**"UK Taekwondo Development Council" shortened to "UKTDC" is the named style of the Organisation incorporated under the company**

**"UK TDC Limited" a company limited by guarantee [CRN: 6548595]  
Registered Office: 318 Woodhouse Lane, Wigan WNG 7TD**

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# UKTDC CONSTITUTION

## DEFINITIONS (1 of 2)

UK TDC Limited	The company limited by guarantee under which the club ran as an Association / Organisation named United Kingdom Taekwondo Development Council ("UKTDC") operates, which was incorporated on 28 March 2008
Trustees	The directors of UK TDC Limited
UKTDC	An Organisation concerned in the development of WTF / Kukkiwon Style Taekwondo in the United Kingdom
The articles; or the memorandum	The Memorandum and Articles of Association of UK TDC Limited (a company limited by guarantee).
The Act	The Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force
Registered Office	The registered office of UK TDC Limited, as recorded at the Registrar of Companies
The Constitution	The governing document of the Organisation, as authorised by the trustees
Bye-Laws	The rules / procedures, by whatever name they shall be referred to, which govern the rules and procedures of how the day to day business of the Organisation shall be run.
Development Council	A steering council representing and made up from the membership of the UKTDC who are authorised to run the business of the Organisation, by the Trustees
Club / Group / Organisation / Association	A body made up of individuals operating via an individual, a partnership, an Organisation or a corporate entity.
General Meeting	A meeting of the Trustees, the Development Council or the voting membership of the UKTDC convened for the consideration of the furtherance of the business and / or objects of the UKTDC
Annual General Meeting	An annual meeting of the voting membership of the UKTDC
Principal Correspondence Address	The main address for correspondence for members of the Organisation, except where the registered office is stated to be used

# UKTDC CONSTITUTION

## DEFINITIONS (2 of 2)

Ordinary Resolution	A resolution requiring in excess of 50% of the votes cast in person or by proxy for it to be passed
Special Resolution	A resolution requiring 75% of the votes cast in person or by proxy for it to be passed
Clear Days	In relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
Full Member Club	A club, association, organisation, incorporated or otherwise who are involved in the development of WTF / Kukkiwon Taekwondo and meet the requirements to be a Full Member Club
Associate Full Member Club	A club, association, organisation, incorporated or otherwise who are involved in the development of WTF / Kukkiwon Taekwondo and meet the requirements to be an Associate Full Member Club
Full Individual Member	An individual who is studying or practicing the art of WTF / Kukkiwon Taekwondo and meets the requirements to be a Full Individual Member
Associate Full Individual Member	An individual who is studying or practicing the art of WTF / Kukkiwon Taekwondo and meets the requirements to be an Associate Full Individual Member
Registered Individual Member	An individual who is studying or practicing the art of WTF / Kukkiwon Taekwondo and meets the requirements to be a Registered Individual Member
He / she / man	Words implying gender shall include both male and female gender

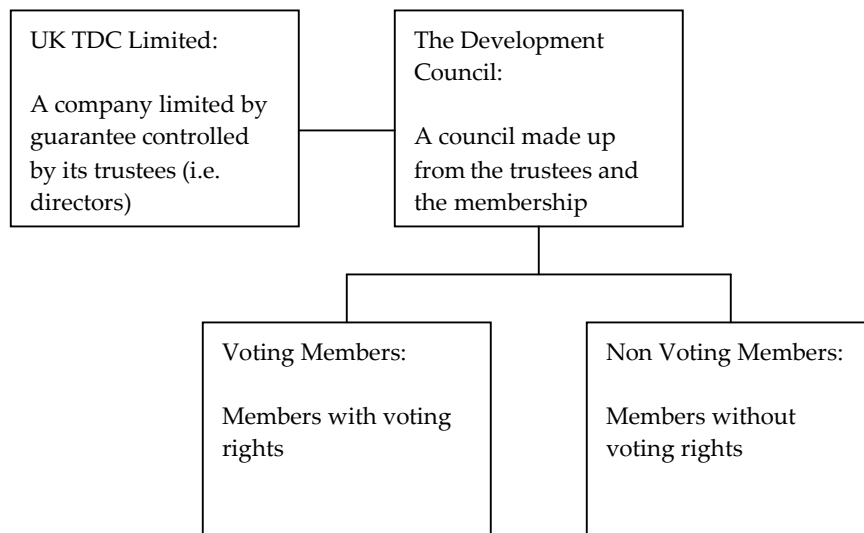
# UKTDC CONSTITUTION

## 1. NAME

1.1 The name of the Organisation shall be the “United Kingdom Taekwondo Development Council”, hereinafter referred to as “UKTDC” or the “Organisation”. The name of the Organisation shall only be changed by the decision of the trustees.

## 2. STRUCTURE

2.1 The basic structure of the company limited by guarantee and the Organisation operating there-under is, at the date of acceptance of this constitution, summarised below.



## 3. PRINCIPAL CORRESPONDENCE ADDRESS

3.1 The principal correspondence address of the Organisation is:

6 Crossfield Road  
Skelmersdale  
Lancashire  
WN8 9NQ  
United Kingdom

3.2 The principal correspondence address is the default / main address for correspondence of the Organisation. The principal correspondence address may be, but is not required to be the Registered Office of UK TDC Limited (the Organisation).

**3.3** The principal correspondence address of the Organisation may be changed by:

- a) The passing of an Ordinary Resolution of (a) the Development Council or (b) the membership of the Organisation; at a general meeting or
- b) In the event that the principal correspondence address becomes unavailable (for whatever reason) and subject to obtaining the agreement of the relevant party attaching to the new principal correspondence address; by the chairman of the Development Council

## **4. OBJECTS AND RULES**

**4.1** The objects of the Organisation UKTDC are to:

- a) Promote and establish a cohesive framework and network in which Instructors and practitioners concerned with the development of WTF / Kukkiwon style Taekwondo in the United Kingdom can affiliate to for training, accreditation, Insurance, competition and support
- b) Affiliate to, assist, co-operate with and support those national and international organisations having objects approved by the UKTDC
- c) Act as an advisory body on all matters appertaining to the practice and development of WTF / Kukkiwon style Taekwondo through liaison with statutory and voluntary bodies, news, media or other parties at the discretion of the Development Council
- d) Provide members with such services and support as may be available through their particular category of membership of the UKTDC
- e) To act as an Organisation in an open, transparent and honest way in the pursuit of the objects of the Organisation

**4.2** In furtherance of those objects, the UKTDC may:

- a) Operate and maintain a register of current membership and licence holders
- b) Raise, administer and expend funds in its discretion
- c) Arrange for the supply, purchase, sale and hire of all materials, goods and services as may be required
- d) Do all such things and enter into any such transactions that are permissible under the Memorandum and Articles of Association of UK TDC Limited
- e) Do all such other lawful things as are necessary for the achievement of the objects

4.3 The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Organisation. Such rules or bye laws, so long as they are not inconsistent with the Memorandum and Articles of Association shall be incorporated into the Constitution of the Organisation.

## **5. MEMBERSHIP**

### **5.1 ADMISSION TO MEMBERSHIP OF UKTDC**

5.1.1 No persons / representatives of clubs or organisations shall be admitted a member of the Organisation unless his application is approved by the Trustees:

5.1.2 The Trustees reserve the authority to delegate to or remove from the Development Council, such authority regarding the admission of members into the Organisation. Any such authority conferred on the Development Council may be exercised on a daily basis by any member of the Development Council acting alone or as a Council and such admissions shall be validated, or not, by way of Ordinary Resolution at a general meeting of the Development Council. The Ordinary Resolution shall be affective retrospectively and such admissions to membership, where resolved, shall come into effect retrospectively, upon the passing of the Ordinary Resolution by the Development Council.

## **6. CATEGORIES OF MEMBERSHIP**

6.1 Membership to the UKTDC shall be in one of the categories as follows:

6.2 **FULL MEMBER CLUB** shall be clubs that have been accepted into full membership of the UKTDC via:

- a) registering a minimum of 10 members at full individual membership level and
- b) obtaining insurance for the club / its individual members via the UKTDC and
- c) attaining registration as a full member club

6.2.1 A Full Member Club membership level must include taking out member to member insurance through the UKTDC. Full member clubs shall be expected to register all that registered clubs students as full individual members to gain the benefits of that category of membership.

6.2.2 Benefits will include 1 full share (i.e. vote) per registered full member club to vote on all matters concerning the business / objects of the UKTDC, access to UKTDC Dan Grading, Kup Grading, Competitions, Seminars and other Official Events of the UKTDC at Full Member Club discounted prices, subject to meeting the relevant requirements of the relevant event.

**6.2.3** Should the number of full individual members of a full member club fall below the minimum number of the full individual members required, then until such a time as the required full individual membership numbers are attained, the full member club shall hold provisional status within the category of membership. A full member club holding a provisional status shall remain entitled to the benefits of full member club status. However, for a full member club holding provisional status the right to vote on matters concerning the business / objects of the UKTDC may be withdrawn by Ordinary Resolution of the Development Council, until such time as the requirements for full member club status are acquired.

**6.3 ASSOCIATE FULL MEMBER CLUB** shall be clubs accepted into associate full membership of the UKTDC via:

- a) (registering a minimum of 15 members at associate full individual membership level and
- b) attaining registration as an associate full member club

**6.3.1** Associate Full Member Clubs must have member to member insurance; however this may be obtained through their own insurers. Associate Full Member Clubs shall be expected to register all that registered clubs students as associate full individual members to gain the benefits of that category of membership.

**6.3.2** Benefits will include 1 full share (i.e. vote) per registered Associate Full Member Club to vote on all matters concerning the business / objects of the UKTDC, access to UKTDC Dan Grading, Kup Grading, Competitions, Seminars and other Official Events of the UKTDC at Associate Full Member Club discounted prices, subject to meeting the relevant requirements of the relevant event.

**6.3.3** The UKTDC can also supply member to member insurance and professional indemnity insurance if required.

**6.3.4** Should the number of associate full individual members of an associate full member club fall below the minimum number of the associate full individual members required, then until such a time as the required associate full individual membership numbers are attained the associate full member club shall hold provisional status within the category of membership. An associate full member club holding a provisional status shall remain entitled to the benefits of associate full member club status. However, for an associate full member club holding provisional status the right to vote on matters concerning the business / objects of the UKTDC may be withdrawn by Ordinary Resolution of the Development Council, until such time as the requirements for associate full member club status are acquired.

**6.4 FULL INDIVIDUAL MEMBER** shall be individuals accepted into full individual membership of the UKTDC via:

- a) holding a valid UKTDC licence and
- b) holding valid insurance provided by the UKTDC and
- c) attaining registration as a full individual member

**6.4.1** Benefits will include access to UKTDC Dan Grading, Kup Grading, Competitions, Seminars and other Official Events of the UKTDC at full individual member discounted prices, subject to meeting the relevant requirements of the relevant event.

**6.5 ASSOCIATE FULL INDIVIDUAL MEMBER** shall be individuals accepted into associate full individual membership of the UKTDC via:

- a) holding a valid UKTDC licence and
- b) attaining registration as an associate full individual member

**6.5.1** Benefits will include access to UKTDC Dan Grading, Kup Grading, Competitions, Seminars and other Official Events of the UKTDC at associate full individual member discounted prices, subject to meeting the relevant requirements of the relevant event.

**6.6 REGISTERED INDIVIDUAL MEMBER** shall be individuals accepted into registered individual membership of the UKTDC via:

- a) attaining registration as a registered individual member

**6.6.1** Benefits will include entitlement to attend Official Events of the UKTDC, subject to meeting the relevant requirements of the relevant event.

**6.7 INDIVIDUAL LICENCE HOLDERS** shall be individuals holding a valid individual licence with the UKTDC (excluding registered club members and registered individual members). Individual licences shall only be issued to members of Full Member Clubs or Associate Full Member Clubs. All individual members of a Member Club or an Associate Member Club are expected to possess valid licences and should apply for individual licences as soon as they commence training with the said Club. An individual's licence must remain valid during the period of their membership of their Club.

## **7. REMOVAL FROM MEMBERSHIP OF UKTDC**

**7.1** The Trustees shall have the authority to remove members from membership of the Organisation who are individual persons / representatives of member clubs or organisations whose conduct is considered not to be beneficial to the furtherance of the Objects or Rules of the UKTDC; or in the case of responsible branch members the failure to provide such information, financial or otherwise, to the Development Council in the requisite time scales set out in the UKTDC constitution applying at that time, unless an extension of time is granted by the Development Council.

7.2 The Trustees reserve the authority to delegate to or remove from the Development Council, such authority regarding the removal of members from membership of the Organisation. Any such authority conferred on the Development Council is to be exercised by way of Ordinary Resolution at a general meeting of the Development Council or if directed by the trustees; by a general meeting of the Organisation convened by the Development Council.

## **8. MEMBERSHIP OF OTHER ORGANISATIONS / ASSOCIATIONS**

8.1 Members of the UKTDC may:

- a) Simultaneously hold membership of any other Taekwondo Organisation / Association within the United Kingdom
- b) If they so wish and without prejudice to their membership, be members of Organisations for other styles of martial arts

8.2 Members shall be subject to the relevant law(s) of the UK with regard to holding dual insurances.

## **9. THE ORGANISATION**

9.1 Subject to the provisions of the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force and to the Memorandum and Articles of Association of UK TDC Limited (the articles), and to any directions given by Special Resolution the business of the Organisation shall be managed by the trustees, who may exercise all the powers of the trustees at any meeting of the trustees at which a quorum is present.

9.2 The business of the Organisation shall be managed by the Trustees in a manner set out in the constitution of the Organisation. Where there is a conflict between the articles and the constitution or where the constitution is silent, the articles shall prevail.

9.3 On matters concerning the business of the Organisation the trustees of the Organisation shall where directed at an extraordinary general meeting of the Organisation convened for the purpose of directing the trustees, take directions from the decision of the members of the Organisation. Such a decision to direct the trustees shall be by way of Special Resolution of the members of the Organisation with a right to vote, voting in person or by proxy at that meeting.

## **10. TRUSTEES**

10.1 The number of Trustees shall not be less than one and the trustees shall be governed by and act in accordance with the provisions of the memorandum and articles of association (the articles) of UK TDC Limited for the furtherance of the objects of the Organisation.

**10.2** No person shall be appointed or reappointed a Trustee at any general meeting of the Organisation unless:

**10.2.1** He is recommended by the trustees; or not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Organisation of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Organisation's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

**10.3** No person may be appointed as a trustee unless;

**10.3.1** He has obtained the age of 18 years; or in circumstances such that he would be disqualified from being a trustee.

**10.3.2** Not less than 7 nor more than 28 clear days before the date appointed for holding a general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Organisation of the intention to propose him at the meeting for appointment or reappointment as trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Organisation's register of trustees.

**10.3.3** The particulars of a person which would, if he were so appointed or reappointed, be required to be included in the Organisation's register of trustees are:

- a) Full Name (forename & Surname)
- b) Previous Name(s) – if any
- c) Residential Address (or for an incorporated entity, the Registered Office or Principal Office)
- d) Other Directorships (current & held during preceding five years as disclosable)
- e) Business Occupation
- f) Nationality
- g) Date of Birth

**10.3.4** Subject as aforesaid, the Organisation may by Ordinary Resolution appoint a person who is willing to act to be a trustee, either to fill a vacancy or as an additional trustee.

**10.4** The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees.

**10.5** The Trustees at a meeting of trustees may appoint, by way of majority decision of the trustees, one or more sub-committees consisting of 3 or more Trustees for the purpose of making inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.

**10.5.1** The principal sub-committee(s) shall be the Development Council

## **11. DEVELOPMENT COUNCIL**

**11.1** The Organisation shall be made up of its respective members, represented on a day to day basis by the Development Council.

**11.2** The **CONSTITUENTS**: The Development Council shall consist of the following, of which a minimum of 3 shall be trustees:

- |                                                        |   |             |
|--------------------------------------------------------|---|-------------|
| a) the Chairperson                                     | ) |             |
| b) the Vice Chairperson                                | ) |             |
| c) the Secretary General                               | ) | the Council |
| d) the Treasurer                                       | ) |             |
| e) the Registrar                                       | ) |             |
| f) up to 8 full member clubs with or without portfolio | ) |             |

**11.3** The Development Council may from time to time and as it considers necessary authorise and recognise various national, regional, special interest, administrative or other branches of the development council. Such sub-divisions shall be known as Sector Representatives or Branches.

### **11.4 SECTOR REPRESENTITIVES / BRANCHES**

**11.4.1 NATIONAL & REGIONAL BRANCHES:** The Development Council shall, where it considers appropriate, authorise and recognise branches in each of the nations of the United Kingdom and in any other partially or wholly self-governing territories that are part of the United Kingdom.

**11.4.2 SPECIAL INTEREST BRANCHES:** The Development Council shall, where it considers appropriate, authorise and recognise Branches for special interest groups.

**11.4.3 NAMES OF THE BRANCHES:** The names of the Branches shall take the form of "UKTDC" followed by the formal title of the Branch (whether nation, territory, region, the accepted name of a special interest group or otherwise). Such names may be translated into a local language if a Branch so wishes but the English language version of the name shall also have equal priority.

**11.4.4 AIMS AND OBJECTIVES OF NON-ADMINISTRATIVE BRANCHES:** Each Branch shall exist to develop the practice of WTF / Kukkiwon style Taekwondo within its geographical boundaries or special interest group insofar as these aims and objectives are consistent with those of the UKTDC.

**11.4.5 AUTHORITY AND CONTROL OF THE BRANCHES:** The Branches shall have the authority to operate independently but shall provide the Development Council with copies of the minutes of all meetings of branches and their sub-branches and shall inform the Development Council of all of the Branch's activities. All information requested by the Development Council, whether financial or otherwise, shall be provided to the Development Council within 30 clear days from the request being notified or deemed notified to the relevant branch.

**11.4.6 FINANCIAL INFORMATION:** In the case of financial information to be included in or required for the preparation of the financial statements of UK TDC Limited, such information shall be provided in full within 120 clear days from the financial year end of UK TDC Limited. The responsible persons at the relevant Branch are responsible for the upkeep and recording of such information and shall be responsible for providing the same in the required period to the principal correspondence address of the Organisation, unless an alternative method or destination of correspondence is agreed.

**11.4.7** In the case of financial information to be included in or required for the preparation of interim draft financial statements (e.g. monthly, quarterly etc.) of UK TDC Limited, such information shall be provided in full within 30 clear days from the relevant financial period end, or as advised by the Development Council. The responsible persons at the relevant Branch are responsible for the upkeep and recording of such information and shall be responsible for providing the same in the required period to the principal correspondence address of the Organisation, unless an alternative method or destination of correspondence is agreed.

**11.4.8** With regard to any Branch that is deemed by the Development Council to be acting in a manner that is not in accordance with the constitution of the UKTDC or fails to provide the required information to the Organisation to reasonably enable the trustees to comply with their statutory requirements or to effectively manage / control the business of the Organisation; the Branch may be dissolved, suspended or otherwise affected by (1) the decision of the trustees or (2) resolved by the Ordinary Resolution of the Development Council. All property, information, books of account and all other records attaching to, provided by or generated in connection with the Organisation shall be delivered up to the Development Council within 14 clear days of such a resolution; or at a time agreed with the Development Council. The conduct of the relevant Branch and its officers / servants may be investigated by an existing, or set up for that purpose, Disciplinary Branch of the Development Council.

## **11.5 CONFLICT BETWEEN DECISIONS OF TRUSTEES AND THE DEVELOPEMNT COUNCIL**

**11.5.1** Where there is a conflict in the outcome of the decision of the trustees and the decision of the Development Council in matters relating to the business of the Organisation and upon submission to the trustees (at the principal correspondence address) of written notice of the request of the Development Council (supported by a minimum of 50% of the members with entitlement to vote) to put the matter(s) under consideration to an extraordinary general meeting of the Organisation; such matters shall be put forward for consideration by the members of the Organisation with entitlement to vote, at an extraordinary general meeting convened for that purpose; or the next general meeting (subject to sufficient notice being available) of the Organisation convened for any other purpose; otherwise the decision of the trustees shall prevail.

**11.5.2** Where, in the event of a conflict of decisions, such a notice to convene a meeting of the Organisation is received by the trustees, such a meeting shall be convened by the trustees, or at the direction of the trustees, by the Development Council; within 30 clear days of receiving the notice (or in the case of the Development Council within 30 days from being directed by the trustees) and held no later than 60 days of receiving the notice or direction. Such meetings are authorised to be by way of electronic communication unless considered at an annual general meeting.

**11.5.3** Where an extraordinary general meeting is convened to resolve such a conflict; both the trustees and the Development Council shall put forward separate written statements including their respective opinions and matters of fact; regarding the business to be considered / conflict to be resolved. The written statements shall be attached / sent with the notice convening the meeting of the Organisation. The written statements shall not be derogatory to any individual, the trustees or the Development Council and should be kept specific to the business to be considered by the members of the Organisation; to allow them an informed opinion on how they may wish to cast their vote.

**11.5.4** Where an extraordinary general meeting is convened to resolve such a conflict the trustees of the Organisation shall take directions from the decision of the members of the Organisation; such decision is to be by way of Special Resolution of the members of the Organisation, voting in person or by proxy, at an extraordinary general meeting of the Organisation convened for that or any other purpose. Should a Special Resolution in favour of the decision of the Development Council not be achieved then the decision of the trustees shall prevail.

## **11.6 ELIGIBILITY TO BE A DEVELOPMENT COUNCIL MEMBER**

**11.6.1** Associate Full Member Clubs and Full Member Clubs may be elected to the Development Council, the position on the Development Council is to be held by a named individual representative of the associate / full member club. Associate / full member clubs of the UKTDC shall be clubs practising WTF / Kukkiwon style Taekwondo in the United Kingdom that:

- a) Have been registered as Full Member Clubs or Associate Full member clubs by the UKTDC.
- b) Paid all licence and affiliation costs, fees or expenses, or other amounts due, including amounts outstanding from all individual members registered with that club, and payable to the UKTDC.
- c) Agreed to comply with such terms and conditions of membership as the Development Council may impose upon Full Members generally or specifically.
- d) Maintained an annual licence membership of not less than 10 (Full) or 15 (Associate Full) individual members.

**11.6.2** Candidates eligible for election to the Development Council shall generally (but not exclusively) be persons / full club representatives who have been members of the UKTDC for a minimum of twelve months.

**11.6.3** Persons / representatives of clubs or organisations who share the aims of the UKTDC or who hold a special authority on a topic or specialist Taekwondo area that is considered beneficial to the furtherance of the objects of the UKTDC may be considered eligible and may also be nominated by a minimum of two members of the Development Council.

## **11.7 NOMINATIONS FOR ELECTION AS A DEVELOPMENT COUNCIL MEMBER**

**11.7.1** Full member clubs may nominate a candidate for election to the Development Council.

**11.7.2** Candidates may not nominate themselves and must be nominated by a minimum of two current full member clubs.

**11.7.3** A minimum of two members of the Development Council may nominate a candidate for election to the Development Council.

**11.7.4** All nominations for election to the Development Council shall be delivered in writing to the principal correspondence address of the Organisation to be put forward at the next annual general meeting.

**11.7.5** Where a nomination is received and where considered appropriate by the Development Council and upon receiving the consideration and decision of the majority of the trustees, such a candidate may be appointed as a member of the Development Council at a general meeting of the Development Council. Where such authority has been delegated by the trustees to the Development Council, the admission of the nominated member to the Development Council shall be by Ordinary Resolution of the Development Council.

## **11.8 ELECTION / APPOINTMENT OF DEVELOPMENT COUNCIL MEMBERS**

**11.8.1** Members of the Development Council may be appointed by the trustees or; appointed by the Development Council (where such authority is delegated from the trustees) or; elected by the general members entitled to vote at the Annual General Meeting.

**11.8.2** Appointment of a member to the Development Council may be made by way of:

- a) The decision of the trustees
- b) By Ordinary Resolution of the Development Council (where authorised)
- c) By Ordinary Resolution of the members entitled to vote at the annual general meeting

**11.8.3** The Trustees shall (without prior notice to members) have the authority to appoint members to the Development Council who are persons / representatives of clubs or organisations who share the aims of the UKTDC or individuals (who are not full members at the time of the appointment) who hold a special authority on a topic or specialist Taekwondo area that is considered beneficial to the furtherance of the objects of the UKTDC.

**11.8.4** The Trustees reserve the authority to delegate to or remove from the Development Council, such authority regarding the appointment of members to its own Council. Any such authority conferred on the Development Council is to be exercised by way of Ordinary Resolution at a general meeting of the Development Council.

**11.8.5** In the case of a position on the Development Council becoming vacant mid-term a replacement may be elected at the next general meeting of the Development Council, where such authority has been delegated and remains in force, by the trustees.

**11.8.6** All persons / representatives of clubs or organisations, elected to the Development Council that are not already full members of the UKTDC, will be expected to take out UKTDC membership as soon as they are elected and such membership must be maintained during the period of tenure. However, the Development Council may decide that such a newly elected member of the Development Council is not be required to be a full member of the UKTDC; should it be considered for the furtherance of the Organisation.

## **11.9 TENURE OF DEVELOPMENT COUNCIL MEMBERS**

**11.9.1** The duration of office for each development council member shall be 3 years with a review period every 12 months by the trustees (where considered necessary by the trustees).

**11.9.2** Where the trustees consider that an elected / appointed development council member is not discharging his / her responsibilities effectively and without good reason, the development council member may be called by the trustees to account for his actions / inactions at the next Annual General Meeting and be caused to stand for re-election by way of Ordinary Resolution of the members entitled to vote.

## **11.10 REMOVAL OF DEVELOPMENT COUNCIL MEMBERS**

**11.10.1** Members of the Development Council may be removed by the trustees, by the Development Council (where such authority is delegated from the trustees) and by the general members entitled to vote at the annual general meeting.

**11.10.2** Removal of a member from the Development Council may be made by way of:

- a) The decision of the trustees
- b) By Ordinary Resolution of the Development Council (where authorised)
- c) By Ordinary Resolution of the members entitled to vote at the annual general meeting

**11.10.3** The Trustees shall have the authority to remove members from the Development Council who are individual persons / representatives of full member clubs or organisations whose conduct is considered not to be beneficial to the furtherance of the Objects or Rules of the UKTDC; and / or in the case of branch members the failure to provide such information, financial or otherwise, to the Development Council in the requisite time scales set out in the UKTDC constitution applying at that time, unless an extension of time is granted by the Development Council.

**11.10.4** The Trustees reserve the authority to delegate to or remove from the Development Council, such authority regarding the removal of members from its own Council. Any such authority conferred on the Development Council is to be exercised by way of Ordinary Resolution at a general meeting of the Development Council.

**11.10.5** Any member of the Development Council may not vote on a resolution put forward for their removal at a general meeting of; the Development Council or; the Organisation.

**11.10.6** Any member of the Development Council who is removed from the Development Council will no longer be eligible to vote at any general meeting of the Development Council.

**11.10.7** The full club / full individual membership of the Organisation, of all persons / representatives of clubs or organisations, removed from the Development Council that are already full members of the UKTDC will not be prejudiced by the removal from the Development Council and such membership may be continued, subject to the individual member / club member not being removed as a member of the Organisation.

## **12. GENERAL MEETINGS**

**12.1** General Meetings are categorised into general meetings of the Trustees, general meetings of the Development Council and general meetings of the Organisation. The rules and procedures for convening, holding, conducting or otherwise of General Meetings are summarised at Appendix B.

## **13. MEETINGS BY ELECTRONIC COMMUNICATIONS**

**13.1** For the rationale of costs to and efficiency of the business of the Organisation, General Meetings may also be conducted via meetings by electronic communications. The rules and procedures for convening, holding, conducting or otherwise of a meeting by electronic communications are summarised at Appendix C.

**13.2** Where notice of a general meeting by way of meeting by electronic communications is issued, member(s) who are eligible to vote at that meeting may raise a written objection to conducting the meeting by electronic communications and seek that a physical meeting be convened to consider the business (and no other business, subject to the discretion of the chairman) that is to be considered at the meeting by electronic communications.

**13.3** A written objection to a meeting by electronic communications convened on 14 or more clear days notice must be raised; no earlier than the date and time at which it was received; and no later than 12 noon on the 7<sup>th</sup> day after the day the notice was given.

**13.4** Upon receipt of such a written objection by the chairman of the Development Council at (1) the principal address of the Organisation; or (2) by electronic communications to the chairman of the Development Council; from a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting by electronic communications; then the Development Council shall inform the convenors of the meeting by electronic communications; to direct the convenors to provide notice to all persons who received notice of the meeting; by way of electronic communications that such a written objection has been received.

**13.5** Upon receipt of the direction from the Development Council, the convenors of the meeting by electronic communications shall convene a general meeting to consider the business (and no other business, subject to the discretion of the chairman) that was to be considered at the meeting by electronic communications, pursuant to the rules and procedures of the Organisation governing a general meeting.

**13.6** The Development Council may at its discretion direct the convenors on the venue, date and time of the general meeting; or in the absence of such direction, the convenors of the general meeting shall decide the venue, date and time of the general meeting. Such a general meeting shall, if practically feasible, be convened no later than 30 days from the date of the deadline for the members' responses to the proposed meeting by electronic communications.

**13.7** If no such written objection is received from a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote then the meeting by electronic communications shall be valid as a general meeting.

**13.8** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice; or the non-receipt of a member's response (electronic or otherwise); shall not invalidate the proceedings at a meeting by electronic communications.

## **14. ANNUAL GENERAL MEETING**

**14.1** The Organisation shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Organisation and that of the next: Provided that so long as the Organisation holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

**14.1.1** The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings of the Organisation other than annual general meetings shall be called extraordinary general meetings.

**14.1.2** The general business at the annual general meeting (AGM) shall include:

- a) The approval of the Organisation's annual report and financial statements
- b) The election of Development Council members, where applicable
- c) Appointment and Election of Trustees of the Organisation, where applicable
- d) Appointment of Auditors, where applicable
- e) Any other general business for consideration that shall be allowed by the chairman

**14.1.3** Where there is any other general business of the Organisation that shall (per the constitution) be considered at the next general meeting of the Organisation, such business may be allowed to be considered at the AGM subject to the absolute discretion of the chairperson of the AGM (save for the decision of the trustees taking priority). If such business is not allowed at the AGM it shall be considered at the next general meeting of the Organisation thereafter.

## **14. 2 NOTICE OF ANNUAL GENERAL MEETING**

**14.2.1** The Organisation shall hold an annual general meeting on 21 days clear notice (plus 2 days for postage).

**14.2.2** Shorter notice may be agreed by all members entitled to attend and vote.

**14.2.3** The notice shall specify that the meeting is an annual general meeting, the time and place of the meeting and the general nature of the business to be transacted.

**14.2.4** The notice shall be given to all members entitled to vote and to the trustees, and auditors where appropriate.

**14.2.5** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at an annual general meeting.

## **15. GENERAL MATTERS**

**15.1 AUDITORS:** Where auditors are required to be appointed, the auditor appointed shall have the requisite authority from their respective governing body / licensing body to undertake audits and shall be suitably qualified to do so.

**15.2 FINANCIAL YEAR END:** The financial year end of the Organisation shall be the same as the financial year end of UK TDC Limited (a company limited by guarantee), which at incorporation was set at 31 March. The financial year end may be changed by the trustees, subject to meeting all statutory provisions and submissions to the affect the change.

**15.3 AMENDMENT TO CONSTITUTION:** Any alteration or amendment to the Constitution and Rules of the Organisation may be made by:

- a) An Ordinary Resolution of the Full Members entitled to vote at a general meeting; specifically convened for that purpose; or at any other general meeting.
- b) An Ordinary Resolution of the Development Council at a general meeting.
- c) A decision of the trustees at a general meeting of trustees.

**15.4 AMENDMENT TO BYE-LAWS:** The Organisation in general meeting shall have the power to alter, add to or repeal the rules or by laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Organisation all such rules or bye laws, which shall be binding on all members of the Organisation. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or the articles of association.

**15.5 DISSOLUTION OF ORGANISATION:** On matters regarding the dissolving of the Organisation the memorandum of articles and association of UK TDC Limited shall apply. The trustees of the Organisation shall be directed by special resolution of the voting members at a general meeting with regard to whether to dissolve the Organisation.

**15.6 NOTICE TO MEMBERS OF ALTERATION TO CONSTITUTION & BYE-LAWS:** The Trustees may exercise all the powers of the Organisation; any alteration or amendment to the current Constitution of the Organisation by the trustees shall be notified to the membership of the Organisation, along with where considered necessary in the opinion of the trustees a brief explanation of why such alteration or amendment were made and the date(s) the alteration or amendment became affective, by the end of the next month following the month in which the decision of the trustees to make such alteration or amendment was decided.

**15.7 DELEGATION OF TRUSTEES' POWERS:** The trustees may delegate or withdraw any power or function in part or in full of the Organisation conferred on a sub-committee appointed by the trustees by decision of the trustees. Where such power or authority has been further delegated to Branches of a sub-committee by that sub-committee the decision of the Trustees shall be all reaching; except for any interim power or authority remaining at the decision of the trustees for any reason they deem necessary. The powers and functions conferred on the Development Council are summarised at Appendix A to the constitution.

**15.8 MEMBERS' CONTACT AND OTHER DETAILS:** The members of the Organisation remain responsible for providing their updated contact and other required details to the UKTDC and shall inform the UKTDC of any changes in contact or other details at the earliest available opportunity by sending the same to the principal correspondence address of the Organisation; or by other method agreed with the Development Council.

**15.9 MINUTES OF MEETINGS:** All general meetings or meeting by electronic communications shall have minutes taken. It is the responsibility of the chairman of the meeting to ensure such minutes are taken and a copy forwarded to the principal correspondence address of the Organisation within 14 days of a request deemed being sent from the Development Council or within one clear calendar month from the date of the meeting, whichever is the earliest. For meetings of the Organisation by electronic correspondence the outcome of voting on each resolution voted up on shall be circulated to all members who were entitled to receive notice of the meeting as soon as reasonably practical and within 14 clear days of the expiry of the deadline to vote.

**15.10 SUBMISSIONS TO THE CHARITIES COMMISSIONER:** The trustees shall comply with their obligation under the Charities Act 1992 (or any re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **16. EFFECTIVE DATE OF THE CONSTITUTION**

**16.1** This constitution including the appendices hereto is authorised to be the current constitution of the Organisation of the UKTDC by the authority of and with effect from the date of the decision of the trustees.

**16.2** The date of the decision of the trustees is 28 March 2008

## APPENDIX A - POWERS OF DEVELOPMENT COUNCIL (1 of 2)

The Powers of the Development Council are conferred on the Development Council by the authority of the trustees of the Organisation and as at the date this constitution came into effect, are summarised as follows:

<b>Powers of the Development Council</b>	<b>Date of Authority</b>	<b>Resolution Required</b>
On matters where the constitution is silent	N/a	Decision of the trustees
To change the name of the Organisation.	N/a	Decision of the trustees
To appoint sub-committees of the Organisation	N/a	Decision of the trustees
To create or dissolve branches of an existing sub-committee.	28-03-08	Ordinary Resolution of the Development Council
To change the principal correspondence address of the Organisation.	28-03-08	Ordinary Resolution of the Development Council; or Ordinary Resolution of the voting members at a general meeting
Admission of members to the Organisation and Removal of member from the Organisation.	28-03-08	Ordinary Resolution of the Development Council; or Ordinary Resolution of the voting members at the annual general meeting
Matters concerning members and the provisional status of members (including eligibility to vote).	28/03/08	Ordinary Resolution of the Development Council; or Ordinary Resolution of the voting members at the general meeting
In matters of arbitration, mediation, conciliation and in matters of disciplinary procedures.	28/03/08	Ordinary Resolution of the Development Council on consideration of the findings of any relevant sub-branch; existing or set up for such purpose
Appointment of full members (via their representatives) to the Development Council and / or  Removal of members (via their representatives) from the Development Council.	28/03/08	Ordinary Resolution of the Development Council; or Ordinary Resolution of the voting members at the annual general meeting
A member of the Development Council is entitled to vote (in person or by proxy) on all matters concerning the Organisation or the business thereof at any general meeting of the Development Council; so long as the member has not been removed or resigned from their position on the Development Council.	28/03/08	None
From time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Organisation. Such rules or bye laws, so long as they are not inconsistent with the memorandum and articles of Association shall be incorporated into the Constitution of the Organisation.	28/03/08	Ordinary Resolution of the Development Council or Ordinary Resolution of the voting members at a general meeting

## APPENDIX A - POWERS OF DEVELOPMENT COUNCIL (2 of 2)

The Powers of the Development Council are conferred on the Development Council by the authority of the trustees of the Organisation and as at the date this constitution came into effect, are summarised as follows:

<b>Powers of the Development Council</b>	<b>Date of Authority</b>	<b>Resolution Required</b>
To expend the funds of the Organisation in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Organisation such parts of the funds as they see fit and to direct the sale or transportation of any such investment and to expend the proceeds of any such sale in furtherance of the objects of the Organisation.	28/03/08	Ordinary Resolution of the Development Council, which may include future transactions, but for transactions in excess of £5,000 approval by the decision of the trustees is required
To enter into contacts on behalf of the Organisation.	28/03/08	Ordinary Resolution of the Development Council, which may include future transactions
General matters regarding the administration and management of the day to day business of the Organisation.	28-03-08	None
To implement and form the policy of the Organisation.	28-03-08	Ordinary Resolution of the Development Council
To draw, make , accept, endorse, discount, execute and issue promissory notes, bill, cheques, and other instruments, and to operate bank accounts in the name of the Organisation.	28-03-08	Ordinary Resolution of the Development Council, which may include future transactions, but for transactions in excess of £5,000 approval by the decision of the trustees is required
To publicise the Organisation on a local and national basis and to raise funds and to invite and receive contributions: provided that in raising funds the Organisation shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.	28-03-08	Ordinary Resolution of the Development Council
To acquire, alter, improve and (subject to any such consents as may be required by law) to charge or otherwise dispose of property.	28-03-08	Ordinary Resolution of the Development Council
To borrow money and to mortgage all or any part of the Organisation's property, as security for repayment of the money borrowed.	28-03-08	Ordinary Resolution of the Development Council
To exercise all other powers deferred on the Development Council in furtherance of the objects of the Organisation.	28-03-08	Ordinary Resolution of the Development Council
To do all such other lawful things as are necessary for the achievement of the Objects of the Organisation.	28-03-08	Ordinary Resolution of the Development Council

## APPENDIX B - GENERAL MEETINGS (1 of 5)

The rules and procedures on the convening, holding, conducting or otherwise of general meetings are summarised as follows, indicating whether the rules and procedures listed shall apply:

<b>Rules and Procedures</b>	<b>Trustees</b>	<b>Development Council</b>	<b>Organisation</b>
In the event of circumstances not covered by the rules and procedures on the convening, holding, conducting or otherwise of general meetings of any type; directions shall be sought from the *Trustees / Development Council.	N/a	*Yes	Yes
All general meetings shall have minutes taken	Yes	Yes	Yes
<b>CONVENING OF GENERAL MEETINGS</b>			
Any trustee may, and the secretary at the request of a trustee shall, call a general meeting of the trustees.	Yes	N/a	N/a
Any trustee; or any member of the Development Council may, call a general meeting of the Development Council.	Yes	Yes	N/a
Any trustee; or any member of the Development Council may call a general meeting of the Organisation; or any member(s) representing not less than one-tenth of the total voting rights of all members having the right to vote at a meeting of the Organisation in a written request to the trustees signed by all relevant members and specifying the business to be considered and deposited at the Registered Office may convene a general meeting of the Organisation.	Yes	Yes	Yes
Where a general meeting of the Organisation is convened by a member(s) of the Organisation with the purpose of directing the trustees (or if such authority has been delegated to a sub-committee formed by the trustees; then that sub-committee) the resolution to direct the trustees will be	N/a	N/a	Special
Where a general meeting of the Organisation is convened by trustees or Development Council to resolve a conflict in the decisions regarding the business of the Organisation, between the trustees and the Development Council; the type of resolution to be considered by the Organisation will be:	N/a	N/a	Special
<b>NOTICE OF GENERAL MEETINGS</b>			
Any notice to be given to or by any person shall be in writing.	N/a	Yes	Yes
All notices given convening a general meeting, whether or not at short notice, shall be given by the chairman; or if the actual issuing of notice is delegated, on behalf of the proposed chairman of that general meeting.	N/a	N/a	Yes
Clear days notice required to convene a general meeting, where Ordinary Resolutions are to be considered.	14 days	14 days	14 days

## APPENDIX B - GENERAL MEETINGS (2 of 5)

The rules and procedures on the convening, holding, conducting or otherwise of general meetings are summarised as follows, indicating whether the rules and procedures listed shall apply:

<b>Rules and Procedures</b>	<b>Trustees</b>	<b>Development Council</b>	<b>Organisation</b>
Clear days notice required to convene an annual general meeting (AGM); or a general meeting where a Special Resolution is to be considered.	14 days	21 days	21 days
Clear days notice required to convene a general meeting where an Ordinary Resolution is to be considered.	14 days	14 days	14 days
Short notice percentage required of the members having a right to vote, where an Ordinary Resolution is to be considered.	90%	>50%	95%
Short notice percentage required of the members having a right to vote, where a Special Resolution is to be considered.	90%	75%	95%
Short notice percentage required of the members having a right to vote at an annual general meeting	N/a	N/a	100%
When a general meeting is convened at short notice for a date / time earlier than the number of full clear days notice required to be given for that meeting; the votes cast on the resolutions considered at that meeting will only be valid if the requisite percentage for acceptance of short notice is achieved.	Yes	Yes	Yes
Notice to specify time and place of the meeting and the general nature of the business to be transacted at the general meeting.	Yes	Yes	Yes
Notice to be sent to all members entitled to vote at the general meeting.	Yes	Yes	Yes
Where notice of a meeting is given and resolutions are to be considered at that meeting, a form of proxy must be included to allow members to vote by proxy.	Yes	Yes	Yes
Meeting by electronic communications authorised in place of a general meeting.	Yes	Yes	Yes
Meeting by electronic communications authorised in place of an annual general meeting.	N/a	N/a	No
<b>PROCEEDINGS AT GENERAL MEETINGS</b>			
Quorum present (*unless the number of trustees is reduced to one) at the general meeting.	2 / (*1)	2	2
If Quorum is not present within half an hour from the time appointed, or if quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a time and place as the trustees or Development Council may determine.	Yes	Yes	Yes
Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit.	Yes	N/a	N/a
The decision of the trustees at a meeting of trustees shall be by a majority of votes.	Yes	N/a	N/a

## APPENDIX B - GENERAL MEETINGS (3 of 5)

The rules and procedures on the convening, holding, conducting or otherwise of general meetings are summarised as follows, indicating whether the rules and procedures listed shall apply:

Rules and Procedures	Trustees	Development Council	Organisation
A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees (or as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.	Yes	N/a	N/a
The Chairman of the meeting shall be, the chairman of the trustees if any, or in his absence some other trustee nominated by the trustees; if neither the chairman or such other trustee is present and willing to act within 15 minutes (*5 minutes for meetings of trustees) from the appointed time the trustees present shall elect one of their number; if only one trustee is present and willing to act, he shall be the chairman.	*Yes	Yes	Yes
If no trustee is present or willing to act as chairman, within 15 minutes after the time appointed, the members present and entitled to vote shall choose one of their number to be chairman.	N/a	Yes	Yes
A trustee, notwithstanding that he is not a member, is entitled to attend and speak at any AGM / general meeting.	Yes	Yes	Yes
The Chairman of a meeting, may, subject to the approval of the majority of those present and entitled to vote, invite any person to address the meeting.	Yes	Yes	Yes
The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place	N/a	Yes	Yes
Where a meeting is adjourned for less than 14 days it shall not be necessary to provide further notice; otherwise further notice is required of at least the following in clear days	7 days	7 days	7 days
A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.	N/a	Yes	Yes
Subject to the provisions of the Act, a poll may be demanded by (1) the chairman; or (2) by at least two members having the right to vote at the meeting; or (3) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.	N/a	Yes	Yes

## APPENDIX B - GENERAL MEETINGS (4 of 5)

The rules and procedures on the convening, holding, conducting or otherwise of general meetings are summarised as follows, indicating whether the rules and procedures listed shall apply:

Rules and Procedures	Trustees	Development Council	Organisation
Unless a poll is demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.	N/a	Yes	Yes
The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.	N/a	Yes	Yes
A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.	N/a	Yes	Yes
In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.	Yes	Yes	Yes
A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded.	N/a	Yes	Yes
The demand for a poll shall not prevent continuance of a meeting for the transaction of any other business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.	N/a	Yes	Yes
No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least 7 clear days notice shall be given specifying the time and place at which the poll is to be taken.	N/a	Yes	Yes

## APPENDIX B - GENERAL MEETINGS (5 of 5)

The rules and procedures on the convening, holding, conducting or otherwise of general meetings are summarised as follows, indicating whether the rules and procedures listed shall apply:

Rules and Procedures	Trustees	Development Council	Organisation
<b>VOTES OF MEMBERS</b>			
Every member (who is eligible to vote) shall have one vote (except for the additional casting vote of a chairman).	Yes	Yes	Yes
No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Organisation have been paid.	N/a	Yes	Yes
No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.	N/a	Yes	Yes
A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Organisation at Registered Office of the Organisation before the commencement of the meeting or adjourned meeting at which the vote is given or the poll is demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.	N/a	Yes	Yes
Any organisation which is a member of the Organisation may by resolution of its Council or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Organisation, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Organisation.	N/a	Yes	Yes

## APPENDIX C - GENERAL MEETINGS BY ELECTRONIC COMMUNICATIONS (1 of 2)

The rules and procedures on the convening, holding, conducting or otherwise of meetings by electronic communications are summarised as follows, indicating whether the rules and procedures listed shall apply:

<b>Rules and Procedures</b>	<b>Trustees</b>	<b>Development Council</b>	<b>Organisation</b>
In the event of circumstances not covered by the rules and procedures on the convening, holding, conducting or otherwise of a meeting by electronic communications; directions shall be sought from the *Trustees / Development Council.	N/a	*Yes	Yes
All meetings by electronic communications shall have minutes taken.	Yes	Yes	Yes
<b>CONVENING OF GENERAL MEETINGS</b>			
The rules and procedures in relation to the convening of general meetings apply to the convening of meetings by electronic communications as far as they are applicable, unless otherwise specified.	Yes	Yes	Yes
<b>NOTICE OF GENERAL MEETINGS</b>			
Any notice to be given to or by any person using electronic communications shall to an address for the time being notified for that that purpose to the person giving the notice. Address for electronic communications, includes any number or address used for the purposes of such communications.	Yes	Yes	Yes
All notices given convening a meeting by electronic communications, whether or not at short notice, shall be given by the chairman; or if the actual issuing of notice is delegated, on behalf of the proposed chairman of that general meeting.	N/a	N/a	Yes
The Clear days notice required to convene general meetings apply, as far as they are applicable to meetings by electronic communications	Yes	Yes	Yes
That Short notice percentages required to be met for general meetings to be valid apply, as far as they are applicable to meetings by electronic communications.	Yes	Yes	Yes
When a meeting by electronic communications is convened at short notice with a deadline for the submission of votes earlier than the number of full clear days notice required to be given for that meeting; the votes cast on the resolutions at that meeting will only be valid if the requisite percentage for acceptance of short notice is achieved.	Yes	Yes	Yes
Notice to specify the date and time of the deadline for members' responses; the method(s) of acceptable responses, the place(s) were responses must be sent and the specific resolutions to be voted up on by the meeting by electronic communications.	Yes	Yes	Yes

## APPENDIX C - GENERAL MEETINGS BY ELECTRONIC COMMUNICATIONS (2 of 2)

The rules and procedures on the convening, holding, conducting or otherwise of meetings by electronic communications are summarised as follows, indicating whether the rules and procedures listed shall apply:

<b>Rules and Procedures</b>	<b>Trustees</b>	<b>Development Council</b>	<b>Organisation</b>
Where notice of a meeting by electronic communications is given and resolutions are to be considered at that meeting, a form of proxy must be included to allow members to vote by proxy.	Yes	Yes	Yes
Notice to be sent to all members entitled to vote at the meeting by electronic communications.	Yes	Yes	Yes
<b>PROCEEDINGS AT GENERAL MEETINGS</b>			
Quorum based on the number of votes received (*unless the number of trustees is reduced to one) by the deadline for submission of votes for the meeting by electronic communications.	2 / (*1)	2	2
If, based on the number of votes received quorum is not reached, the meeting shall be declared as inquorate. The meeting by electronic communications may be reconvened as the trustees or Development Council may determine.	Yes	Yes	Yes
The Chairman of the meeting by electronic communications shall be, the chairman of the trustees if any, or in his absence any other trustee nominated by the trustees; or if only one trustee and he is willing to act, he shall be the chairman. *For meetings by electronic correspondence of the Development Council the chairman of the meeting may be any member of the Development Council, as authorised verbally or otherwise by the Chairman of the Development Council.	Yes	*Yes	Yes
The rules and procedures in relation to the adjournment of general meetings (where practical) apply to the adjournment of meetings by electronic communications, unless otherwise specified. Where there is an adjournment, the meeting by electronic communications may be reconvened as the trustees or Development Council may determine, having due consideration for the objects of the Organisation and the views of its members.	Yes	Yes	Yes
<b>VOTES OF MEMBERS</b>			
The rules and procedures in relation to the votes of members (where practical) apply to the meetings by electronic communications, unless otherwise specified.	Yes	Yes	Yes

## APPENDIX D - CONDUCT AT GENERAL MEETINGS (1 of 2)

The rules and procedures on the conduct at general meetings are summarised as follows, indicating whether the rules and procedures listed shall apply:

Rules and Procedures	Trustees	Development Council	Organisation
<b>SPEAKING AT MEETINGS</b>			
Any *trustee / member present and entitled to vote and wishing to speak shall address the chairman of the meeting. If more than one *trustee / member wishes to speak, the chairman shall decide the order of speakers.	*Yes	Yes	Yes
Any other person present without entitlement to vote and wishing to speak shall address the chairman of the meeting. Such a person will only be allowed to speak at the discretion of the Chairman. If more than one such other person wishes to speak, the chairman shall decide the order of speakers.	Yes	Yes	Yes
<b>RESOLUTIONS PUT FORWARD AT MEETINGS</b>			
A resolution, unless set out in the notice / agenda circulated prior to the meeting shall only be allowed to be put forward at a general meeting for the purposes of voting on the resolution if; (1) A resolution is put forward by a *trustee / member in attendance and having a right to vote; and (2) the resolution is seconded / supported by at least one other a member in attendance and having a right to vote; and (3) the resolution to be considered is allowed to be put forward by the chairman; and (4) there are sufficient *trustees / members in attendance and having a right to vote in person or by proxy to constitute acceptance of the short notice required to vote on such a resolution.	*Yes	Yes	Yes
The proposer of a resolution, with the consent of a seconder may signify that he is willing to accept an amendment to the resolution; but at all times all requirements to put the resolution to a vote must be satisfied before such a resolution is voted up on.	N/a	Yes	Yes
Any resolution, unless set out in the notice / agenda circulated prior to the meeting shall, if the chairman so requires, be put in writing before the vote is taken.	Yes	Yes	Yes
Any amendment proposed to a resolution shall be relevant and shall not be a direct negative.	N/a	Yes	Yes
If a resolution is defeated, a further resolution may be proposed provided it is not substantially the same as the defeated resolution but at all times all requirements to put the resolution to a vote must be satisfied before such a resolution is voted up on.	Yes	Yes	Yes

## APPENDIX D - CONDUCT AT GENERAL MEETINGS (2 of 2)

The rules and procedures on the conduct at general meetings are summarised as follows, indicating whether the rules and procedures listed shall apply:

Rules and Procedures	Trustees	Development Council	Organisation
<b>PERSONAL CONDUCT AT MEETINGS</b>			
Trustees / Members / other persons present at meetings are expected to act in a professional and orderly, civilised manner and should not act in a derogatory way to any trustee; or individual member / club member of the Organisation; or to any such other persons present.	Yes	Yes	Yes
Trustees / Members / other persons present at meetings are expected to act in a non-derogatory manner to promote the Objects of the Organisation.	Yes	Yes	Yes

## APPENDIX E - DISCIPLINARY PROCEEDINGS (1 of 1)

Rules and Procedures	Trustees	Development Council	Organisation
The rules and procedures with regard to disciplinary matters are set out in the bye-laws of the organisation, which form part of the constitution of the Organisation.	Yes	Yes	Yes