

**INTERNATIONAL TAEKWON-DO FEDERATION, ENGLAND (ITFE)**

**STATUTES “THE CONSTITUTION”**

**Effective 1 January 20XX**

**(“20XX Constitution”)**

**DRAFT- Version Board-1.2**

**Including amendments following discussions at the Board meeting held on 25<sup>th</sup> July.**

**General comments**

**There will be a need to cross reference within and across documents and this process will continue and be completed when the review by the Board is completed.**

**The style is not fixed this includes the layout, font, etc. etc.**

**The definitions will be updated, clarified, amended etc once the detail has been completed.**

**Items that are in bold, unless headings etc, are matters that require discussion and are in essence a commentary on the draft. I am showing these in the body of the draft for convenience.**

**JSB**

## **PREAMBLE**

The International Taekwon-Do Federation, England by virtue of its role as the National Association of ITF reiterates the statements included as a Preamble to the Statutes of the International Taekwon-Do Federation ITF that Taekwon-Do ITF is the art of physical, mental and moral training, practiced by means of unarmed combat techniques, with practical applications in self-defence, resulting in a method that is beneficial for health.

Furthermore, it is noted that practitioners of Taekwon-Do ITF are duty bound to endorse and promote Taekwon-Do ITF through the International Taekwon-Do Federation ITF, founded by General Choi Hong Hi, without discrimination on grounds of religion, race, nationality or ideology, always adapting their behaviour to democratic purposes following the doctrine of Taekwon-Do ITF: embodied in the tenets which are; Courtesy, Integrity, Perseverance, Self-Control and Indomitable Spirit.

As a member of the International Taekwon-Do Federation -ITF-, ITF England and its members accept that as eternal students of the teachings of General Choi, and that they recognise their commitment and dedication to Taekwon-Do ITF and its organization in order to honour its Founder, his knowledge and vision of this art. Grand Master Tran defined Taekwon-Do as follows “Taekwon-Do ITF is a Martial Art, A Sport, a Way of Life and a Tool to develop our Society” and the aim of ITF England is to promulgate Taekwon-Do ITF using this definition.

Finally, as members of this ITF we commit to acting as good citizens, integrated in a community whose guiding principles are, peace, freedom, justice, humanity and morality.

## **DEFINITIONS USED WITHIN THE CONSTITUTION OF THE ITFE**

**Commentary: this is an important section of the Statutes and will be completed once all comments have been received.**

**We will also standardise reference to ITF England rather than ITFE or ITF-E**

In this Constitution, the following words and expressions shall, except where the context otherwise requires, have the meanings hereby assigned to them, namely:

- a) ‘the National Association’ means International Taekwon-Do England (ITFE);
- b) ‘the Charter’ means the Charter of ITFE approved in the year 2021, which replaces the Charter and related constitution and other approved documents which were in place, as may be amended from time to time;
- c) ‘Statutes’ means any of these Statutes of the ITFE;
- d) ‘Ordinances’ and ‘Regulations’ mean any Ordinance or Regulation made pursuant to these Statutes;

- e) 'the laws of the ITFE' means the Constitution embracing the Charter, these Statutes, the Ordinances and the Regulations;
- f) 'the Board' and 'the Congress' mean respectively the Board of Directors and the members of ITFE;
- g) 'Member' means any member of the ITFE; **[This definition will need to be expanded following the Board's and the AGM's decision on the points outlined below and in the Ordinances]**
- h) 'Member association' means a club or clubs which act as the point of contact with ITFE;
- i) 'Grand Master' means any Taekwon-Do of IX Dan;
- j) 'Master' means any Taekwon-Do of VIII or VII Dan;
- k) 'International Instructor' means any Taekwon-Do of IV, V or VI Dan;
- l) 'Assistant Instructor' means any Taekwon-Do of I, II or III Dan;
- m) 'Examiner' means an instructor who is qualified to examine students subject to the regulations set down by the ITF:
- n) 'Plaque Holder' means an individual who, subject to the regulations laid down by the ITF, holds an Instructors Plaque with the ITF;
- o) 'Voting Member' means a Plaque Holder who is Black Belt and who has signed the Membership Agreement and lodged the Agreement with the Secretary General of ITFE;
- p) 'Encyclopaedia of Taekwon-Do' means the 1999 edition of the publication by General Choi Hong Hi;
- q) 'the Constitution, By-Laws and other regulations of ITF' means the regulations in force and laid down by the ITF;
- r) 'Financial Year' means the period from 1 December in one year to 31 November in the next year;
- s) ITF means the International Taekwon-Do Federation based, at the time that these Constitutional documents were produced, in Poland;
- t) Etc
- u) Etc
- v) Etc

w) In the laws of ITFE, unless the context otherwise requires, words in the singular shall include the plural and words in the plural shall include the singular.

## **ITF ENGLAND STATUTES- “THE CONSTITUTION”**

### **PART I – COMMENCEMENT, STATUS, PURPOSES AND POWERS**

#### **A. Name**

1. The International Taekwon-Do, England (ITFE) is the National Association of the International Taekwon-Do Federation.
2. The ITF was formed in 19XX and was registered as an International Governing Body in XXXX. ITFE joined the ITF in XXXX and was established as an unincorporated body upon its creation. **[Details to be added]**.
3. The ITFE is the sole competent national authority for ITF Taekwon-Do administered under the aegis of ITF in England and is recognised as such by the ITF.

#### **B. Commencement**

4. This Constitution shall come into force on XXXX, except for the following provisions, which shall not come into force until 1 October XXXX (except to the extent stated otherwise):
  - a) Part IV - The Board: except to the extent necessary for the election of The Board in 20XX;
  - b) And any other issues that might be relevant.

#### **C. Headquarters, Offices and Applicable Law**

5. The headquarters and registered office of the ITFE shall be in England at a location decided by the Board.
6. ITFE is an unincorporated body as defined in England and will adhere to the rules and regulations pertaining to such bodies in its constitution and other official documents.
7. The governing law of the ITFE is the law of England.

#### **D. Purposes**

8. The purposes of the ITFE are to:
  - a) promote and develop Taekwon-Do, ITF, and be the National Association for the ITF in England;
  - b) fulfil the responsibilities of a National Association of the ITF as laid down in the Constitution and regulatory documentation of the ITF, except insofar as such rules

and regulations are at variance with English Law and these Statutes and other official documents of ITF England;

- c) liaise and work within the ITF structures to deal with relevant administration acting as a conduit between ITF England's affiliates and the ITF on such matters and to attend all necessary meetings of the ITF General Assembly/ Congress which are arranged by the ITF Secretariat;
- d) encourage participation in Taekwon-Do ITF at all levels throughout England through competitions, events, programmes and other activities. In advancing this purpose account is taken of the concepts as set out in General Choi Hong Hi's Encyclopaedia of Taekwon-Do, 1999 edition;
- e) support its members in the development of Taekwon-Do including the promulgation of good ethical practice;
- f) establish, manage, control and supervise National Competitions as and when arranged;
- g) to regulate Taekwon-Do, ITF by adopting rules and policies as laid down, from time to time by the ITF;
- h) protect the integrity of Taekwon-Do, ITFE and the ITF by developing and enforcing standards of conduct including the development of relevant codes and ethical behaviour and implementing good governance;
- i) protect clean athletes in Taekwon-Do by applying and enforcing the codes provided by ITF, UK Anti-Doping, or other relevant body designated by HM Government, and the World Anti-Doping Authority Code including implementing rules, programmes, systems and disciplinary measures for competitors who represent ITFE;
- j) encourage and support the adoption of the codes set out in (i) above by its members/ affiliates;
- k) support its members/ affiliates to promote and develop Taekwon-Do in accordance with the Purposes of the ITFE and the ITF;
- l) advance the martial art of Taekwon-Do in England through ongoing research and development including the dissemination of technical, medical, logistical and other information about Taekwon-Do ITF;
- m) preserve the right of every individual to participate in Taekwon-Do without unlawful discrimination of any kind undertaken in the spirit of friendship and by developing programmes to promote equality and diversity;
- n) cooperate with other sports organisations, public and private organisations and

authorities to promote the interests of martial arts generally, and Taekwon-Do in particular, throughout England;

- o) partner with corporate and other entities to protect and enhance the ITFE's and ITF's Intellectual Property including entering into the commercial, marketing and sponsorship arrangements; and,
- p) promote and implement programmes and practices to ensure the sustainability of Taekwon-Do including the environment in which Taekwon-Do is undertaken.

#### **E. Powers**

9. Subject to this Constitution and the law of England the ITFE has all the powers of a legal person and may do all such acts or things which are necessary, desirable, incidental or conducive to advancing the Purposes of the ITFE.

## **PART II – MEMBERSHIP**

### **Commentary:**

The comments below cover the key issues others may be identified in the consultation process

This is a key element of the Statutes and has been significantly expanded upon the current Constitution. The Statutes and accompanying Ordinances and any other regulations set out the ways by which membership of ITF England can be sought and approved.

This Part sets out the requirements for membership and the various categories of membership. Please note Paragraph 11 which is new, in a sense this can be seen as the contract between ITF England and the affiliate.

Section B of this Part expands upon and explains the categories of membership for individuals by virtue of their membership of an affiliate. Much of what is contained in this section is new and adds a number of new categories. See paragraph 15 (b) to (d). The subsequent paragraph 16 spells out in greater detail the various categories of individual membership within the affiliates. It will be noted that the current constitution is silent on these matters which could give rise to potential difficulties. The paragraphs show how certain other individuals would be regarded as members of ITF England, this is for completeness and future proofing. Attention is drawn to paragraph 17 which links back to the earlier comments.

Sections C and D set out the procedure for dealing with admission to ITF England. Please note that fuller details will be found in the Ordinances and Regulations that will apply to this Part. These sections include the different routes by which membership might be sought to join ITF England and is offered to ensure that applications and issues are addressed in an appropriate manner.

Sections E and F set out the Rights and Obligations of membership of ITF England these have been expanded but the consultation may yield more to be added. Please note the absolute requirement of any member, either affiliate or member, to adhere to the Statutes and other official documents of ITF England also note in this regard paragraph 31 of Section F.

Sections G to O are standard clauses that any organisation of type of ITF England should have within its official documents. It is to be hoped that some of the clauses would never be used but experience shows that failure to have such processes in place can give rise to significant and difficult issues.

## **A. Membership as an affiliate of ITF England**

10. Membership of ITFE shall be granted to any individual Taekwon-Do practitioner or group of Taekwon-Do practitioners who is part of an affiliated member of ITF England and which affiliate agrees to abide to the terms and conditions of the Constitution of ITFE.
11. Membership shall comprise of affiliated organisations which have signed the affiliate membership agreement agreeing to abide with this constitution and other related documents, this category of membership, inter alia, includes:
  - a) Association- defined, inter alia but not exclusively as a Federation, Co-operative, organisation, alliance, institute. Membership in this category will give the Association's instructors and students the rights and obligations of membership of ITFE. Members in this category will appear in the Members' Register as a Registered Association.
  - b) Independent Group or school/ club- membership in this category will give the group, school/ club's instructor's and students the rights and obligations of membership of ITFE. Membership in this category will appear in the members register as a Registered Group.
12. Membership by a group/ association to ITFE gives rights to individuals that are part of that group or association; such rights are set out in the appropriate sections below.
13. The Members of ITFE listed in the Annexure to this Constitution are the Members of ITFE as at the date this Constitution is effective, subject to Articles K (Suspension of Membership and Other Sanctions) and L (Expulsion from Membership).

## **B. Categories of individual membership of ITF England including categories other than via an affiliate of ITF England**

14. The following categories of individual membership are set out in paragraph 15 below.
15. An Individual member is a person above the age of 18 that is:
  - a) A person who is a member of an affiliate of ITF England; or
  - b) An officer, or other appointed member of ITF England for such period that the officer or other appointed person holds office; or
  - c) A person who exercises a managerial role for ITFE for such period that the person holds such a post.
  - d) A person who has been granted Life Membership by Congress on recommendation by the Board.
16. Within the categories as set out in paragraphs 15 above the individual membership is further defined as follows:
  - a) Colour belts (Kup grades) -this group have no rights and obligations as stated in the Statutes and Ordinances and are subject to the requirements laid down in by the Affiliated organization of ITF England;

- b) Black belts below the age of 18- this group have no rights and obligations as stated in the Statutes and Ordinances and are subject to the requirements laid down by the Affiliated organization of ITF England;
- c) Black belts who do not hold a plaque- this group have full rights and obligations as set out in the Statutes and Ordinances but no rights to vote in elections held in ITF England;
- d) Black belts over the age of 18 who hold a plaque- this group have full rights and obligations as set out in the Statutes and Ordinances and the right to vote in ITF England elections;
- e) An officer, or other elected member of the Board of ITF England for such period that the officer or other appointed person holds office- this group has full rights and obligations as set out in the Statutes and Ordinances of ITF England including the right to vote in ITF England elections;
- f) A person who exercises a managerial role for ITFE for such period that the person holds such a post- this group is regarded as an Attendee or Observer as defined in the Statutes.

17. An individual member who is a member of ITFE by virtue of paragraph 15 above will remain a member for such time as they are a member of an affiliated organisation of ITF England. Such membership ceases when the affiliated organisation leaves, for any reason, ITF England.

### **C. Admission as a Member**

18. An application seeking Membership to ITFE shall be made in accordance with the admission procedures set out in the Rules and Regulations.

19. To be considered for Membership, an affiliate seeking admission as a Member shall demonstrate to the Board's satisfaction that:

- a) it practices Taekwon-Do and is recognised by an appropriate body;
- b) it is a separate entity properly constituted in accordance with the law and/or other regulatory frameworks within England;
- c) it is financially sound; and,
- d) meets such other requirements as set out in the Rules and Regulations of ITFE.

20. The Board has the power to decide, at its discretion, by Simple Majority, whether to admit the applicant to be a Member of the ITFE on a probationary basis and/ or to include any conditions that might be applied as required for entry.

21. Probationary membership of any Member granted by the Board shall be reported to the next Ordinary Congress meeting or a Special Congress meeting for approval of permanent Membership or otherwise.

22. The admission or otherwise to Membership is at the sole discretion of the Board and reported to the Congress at its meeting following the admission to membership.

23. Once admitted, as an affiliate Member the affiliate is a Member for indefinite duration, unless it withdraws its Membership or is suspended or expelled from Membership in accordance with this Constitution.

24. Members admitted will normally remain probationary member for three (3) years during such time they will be permitted to act as full members except that they will not have

voting rights at meetings of the Congress. The Board, in exceptional circumstances is empowered, subject to report to Congress to amend such probationary period either by shortening or lengthening such periods.

**D. Transfer of an existing member of an Association/ Group to be an independent Member and admission of an external Club, Group or Association to an existing Club, Group or Association which is a member of ITFE [some re-wording of this heading will need to be made]**

**Admission of a Club/ School who is part of an Affiliate as an Independent Affiliate/Member**

25. Applications for membership to ITFE by an individual club who is part of a group/ association may be made subject to the procedures laid down in the rules and regulations of ITF England.
26. Applications for membership in this category will be considered using the processes set out in Part II C above.
27. The Board, after consideration of the application for membership under this Clause may vary the length of the probationary period of membership as set down in paragraphs 21 and 24 above.

**Admission of an External Club, Group or Association through an existing Affiliate/ Member**

28. ITF England will not normally prevent the incorporation of an external club, group or association into an existing members club, group or association except in cases where the external club, group or association has been subject to legal, disciplinary action or debt by ITF England or the ITF which has not been completed or where unresolved issues have not been addressed. In all cases admission under this clause must in all cases be subject to the external club, group or organisation meeting the minimum requirements that applies to the consideration and approval for the admission of new members as set down in clause 8 above and the appropriate procedures that have been approved by the Board. In such circumstances the Board of ITF England will take such action as is necessary and subject to the disciplinary and related processes that are in place to address any outstanding matters against the member Association that admits them. Reports of such action will be made at the Congress which follows such action.

**E. Rights of Members**

29. Subject to these Statutes, Ordinances and any other approved Rules and Regulations, each current Member, as defined in Part II A and B above, not including suspended or expelled members, has the right to:
  - a) Attend and speak and meetings of Congress, in accordance with these Statutes;
  - b) Vote at meetings of the Congress provided that they meet the requirements, as set down in Part III Clause L to be a voting member of Congress.
  - c) appoint representatives , when required by the Board, to attend and speak at other forums held by the ITFE;
  - d) submit nominations for the election of President, Vice-President, Secretary General and Treasurer and other Board Members;

- e) receive the Annual Board Report together with such other reports that are required to be made to Congress as specified in this Constitution;
- f) receive circulars and other official information as specified in the Rules and Regulations;
- g) enter competitors for selection to the ITFE Team and in accordance with the Rules and Regulations;
- h) attend events arranged by ITFE, including National Competitions, Selection events, seminars and other events in accordance with the relevant processes set down in the Rules and Regulations;
- i) submit, subject to requirements laid down by the ITF, nominations to serve on the ITF Board and other committees, sub-committees and related bodies;
- j) submit proposals, subject to the endorsement of the Board of ITFE to host ITF and AETF events and seminars; such as for example applications to host ITF World Championships and ITF World Cups, AETF European Championships and European Cups, IICs, IUC's; and any other such events which give rise to a contractual relationship between the ITF, AETF and one of ITFE's affiliate:
- k) submit proposals for seminars given by members of other NA's for endorsement;
- l) such other rights and privileges as set out in this Constitution, the Rules and Regulations;
- m) to approach as an Association or as an individual to assist in resolving disciplinary and related issues in respect of discipline and ethics, in such cases the procedure to be adopted is set out in the ordinances and regulations;
- n) to apply, subject to the necessary requirements of the ITF, for certificates, approved courses and other matters laid down by the ITF Secretariat.

## **F. Obligations of Members**

30. In accordance with this Constitution, the Rules and Regulations, each affiliated Member Group/ association shall:

- a. administer, promote and develop Taekwon-Do in accordance with the Purposes of the ITF;
- b. comply with this Constitution and all Rules and Regulations;
- c. supply information to the ITFE as specified in the Rules and Regulations or as otherwise requested in writing;
- d. adopt a constitution, rules and regulations which comply with, and are not

inconsistent with, this Constitution, the Rules and the Regulations. It is recognised that any legal requirements, such as compliance with the Companies Act, placed on a member will be taken into account;

- e. submit a report as and when requested in accordance with the Rules and Regulations; and,
- f. pay any Membership Fee, by the Due Date.
- g. submit, to the Secretary General, a register of members in accordance to the requirements laid down in the Ordinances and other processes that may be set down from time-to-time.

31. In the event of any inconsistency between the constitution, rules and regulations of a Member group/ association and the Constitution, Rules and Regulations of the ITFE, then to the extent of that inconsistency, the Constitution, Rules and Regulations of the ITFE will prevail.

#### **G. Membership Fee**

32. Members shall pay any Membership Fee(s) set by Congress on the recommendation of Board by the Due Date.

33. A Member may be suspended or expelled from Membership in accordance with this Constitution if any Membership Fees or other fees or payments to the ITFE are due and outstanding for more than thirty (30) days after the Due Date, or any later date, approved by Board upon application by the Member group/ association.

#### **H. Withdrawal of Membership**

34. A Member Group/ association that is not in default of any payments as specified in Part II Section G may withdraw its Membership of the ITFE by giving not less than three (3) months written notice to the ITFE in accordance with the procedure set out in the Rules and Regulations.

#### **I. Mediation in a Member Group/ association**

35. The ITFE may exceptionally mediate in the governance or management of a Member group/ association in whatever manner Board considers appropriate. This process will be instigated after an initial fact-finding investigation has been carried out and a mediation intervention has been agreed by a simple majority of the Board. The circumstances triggering mediation within the affiliate include but are not limited to the following:

- a. is having significant governance, administration, operational or financial difficulties, which impinge on ITFE and its members;

- b. ceases to meet one or more of the admission requirements specified in Part II Membership Sections C and D;
- c. takes or has taken against it any action or proceedings to dissolve it;
- d. is involved in any conflict which prevents it from operating effectively; or,
- e. is otherwise unable to fulfil its purposes.

36. If ITFE decides to intervene under paragraph 35. above, the Board shall:

- a. notify the Member group/ association of the decision to mediate, the proposed period of mediation and the terms of the mediation;
- b. take such steps as are reasonable and practicable to resolve the issues affecting the Member group/ association, including but not limited to calling a general meeting of the members of the Member group/ association, appointing a person or persons to act in place of the executive body of the Member group/ association or to assume temporary management of the operations of the Member group/ association, or request the assistance of the relevant others to address and resolve the issues; and,
- c. act in accordance with the constitution of the Member group/ association unless it is inconsistent with this Constitution, the Rules or the Regulations, in which case this Constitution or the Rules and Regulations, as applicable, shall apply.

#### **J. Suspension of Membership and Other Sanctions**

37. Provisional Suspension by the Board: The Board may provisionally suspend a Member group/ association ITFE Membership for a period specified in Part II Section J if, in the opinion of Board the Member Group/ association:

- a. is in breach of any one or more of its obligations under Part II Section H (Obligations of Members) including its failure to pay the Membership Fee or any other fees or payments due and owing by the date specified in Part II Section G;
- b. is otherwise in breach of any other Article in this Constitution or any Rule, Regulation or a decision of Congress or the Board;
- c. acts in a manner which is contrary to any of the Purposes of the ITF or ITFE, or HM Government, or acts in a manner contrary to any of the Purposes;

- d. ceases to meet one or more of the admission requirements set out in Part II Membership Sections C and D;
  - e. has any one or more of the circumstances in Part II Membership, Section I, paragraph 35 apply to it.
38. The period of a provisional suspension imposed by Board under this Part II, Section J shall be:
- a. a fixed period decided by Board, provided that the period is no longer than the period to the next Ordinary Congress meeting; or
  - b. an indefinite period dependent on the satisfaction of terms and conditions imposed by the Board provided that the period is no longer than the period to the next Ordinary Congress meeting.
39. Before provisionally suspending a Member group/ association under this Part II, section J , the Board shall:
- a. notify the Member Group/ association in writing of its proposal to provisionally suspend it from Membership including the proposed period of provisional suspension and the reasons for such proposal; and,
  - b. give the Member Group/ association at least twenty one (21) days to respond to the proposal to provisionally suspend its Membership, unless the Board considers there is urgency, in which case this period may be reduced to such lesser period as it sees fit in the circumstances.
40. The Board may at any time during the period of any provisional suspension of a Member Group/ association:
- a. extend the period of provisional suspension from that imposed under this Part II Membership, Section J, for a further period, provided that the further period is no longer than the period to the next Ordinary Congress meeting; or,
  - b. revoke the provisional suspension, either on application by the Member Group/ association or of its own volition, if it is satisfied that the grounds on which the provisional suspension were imposed no longer apply.
41. Additional Sanctions by The Board: In place of, or in addition to, any provisional suspension imposed under this part, if any of the grounds set out in this part apply or a Member Group/ association is not in Good Standing under Part XII of these Statutes, The Board may impose any one or more of the following sanctions on a Member Group/ association:
- a. set specific terms or conditions to be met or steps to be undertaken to the satisfaction of the Board;

- b. issue a caution or censure;
- c. impose a fine;
- d. withhold grants or subsidies;
- e. exclude a Member's competitors, coaches, other support personnel and/or ITF Officials who are part of the Member Group/ association Country, and Member Group/ association Officials, from any International Competitions or any ITF position or body;
- f. suspend rights to attend, speak and/or vote at meetings of Congress; or
- g. impose any other sanctions it considers appropriate such as, but without exception, the right to attend, or register for, ITF England, ITF or AETF events.

42. Before imposing any sanction under Part II, Section J, paragraph 41, the Board shall:

- a. notify the Member Group/ association in writing of its proposal to impose a sanction including the nature of the proposed sanction and the reasons for such proposal; and,
- b. give the Member Group/ association at least twenty one (21) days to respond to the proposal unless The Board considers there is urgency, in which case this period may be reduced to such lesser period as it sees fit in the circumstances.
- c. Inform, where necessary the ITF of the action that is being imposed.

43. The suspension (including provisional suspension) of, or imposition of any other sanctions against, any Member Group/ association imposed by the Board or Congress, shall be promptly notified by the President to all other Member Group/ associations and the ITF.

44. Nothing in this Part II, Section J limits or waives any other powers of Congress or the Board under this Constitution nor any powers of the Disciplinary Tribunal to impose sanctions in accordance with this Constitution or the Rules and Regulations.

#### **K. Expulsion from Membership**

45. The Board will recommend, to Congress, the expulsion of an affiliate of ITF England, if:

- a. the Member Group/ association has been suspended under Part II Membership, Section J paragraph 37, and the matters giving rise to the suspension have not been addressed to the satisfaction of Congress; or,
- b. the circumstances in Part II Membership, Section J paragraph 37 have seriously impacted or may seriously impact on the reputation of the ITFE and the ITF or

have been carried out repeatedly or persistently by a Member Group/ association.

46. The expulsion of any Member Group/ association from Membership shall be promptly notified by the President to all other Member Group/ associations and the ITF.
47. ITFE will not normally expel an individual as such matters will reside with the Member Group/ association. The Board of ITFE reserves the right, and with consultation with the individual's Association, to take action to expel the individual from ITFE, in all cases the procedure to be adopted will follow either that, suitably amended, used to expel an association or the disciplinary processes set down in these Statutes and the accompanying Ordinances.

**L. Consequences of Withdrawal, Suspension or Expulsion of Membership**

48. Where any Member Group/ association has withdrawn its Membership or had its Membership suspended (including provisionally suspended) or is expelled, the following consequences shall apply:
- a. the Member Group/ association concerned shall:
    - i. automatically and with immediate effect be suspended from ITFE and the ITF, or cease to be a member of the ITFE and the ITF, if it withdrew, or was expelled, from Membership of the ITFE;
    - ii. not in any way hold itself out as a Member of the ITFE or the ITF;
    - iii. forfeit all rights in and claims upon the ITFE and ITF and its property including its Intellectual Property,
    - iv. not use any ITFE or ITF property, including its Intellectual Property, unless prior agreed; and,
    - v. not be entitled to any rights, entitlements, or privileges to which it would otherwise have been entitled including representation and/or participation in any competition, activity, event, function or meeting of the ITFE or the ITF including a Congress meeting;
  - b. no member of any affiliated group will:
    - i. be entitled to take up or continue to hold office in any position within the ITFE or ITF or AETF (including any Commission, board, panel, or tribunal constituted by the ITFE or ITF or AETF) or other Member Group/ association; and,
    - ii. be entitled to any other rights, entitlements or privileges to which they would otherwise have been entitled including representation, entry, participation or involvement in any capacity in any competition, activity, event, function or meeting of the ITFE, ITF or AETF (including meetings of Congress, The Board and the Executive Board);
  - c. no competitor, coach, support personnel or other person who is a member, or

under the jurisdiction, of the Member Group/ association may represent, enter, compete, participate or otherwise be involved in any capacity on behalf of that Member Group/ association, in any competition, activity, event, function or meeting of the ITFE, ITF or AETF unless specified otherwise in the Rules.

**M. Reinstatement of Expelled Member**

49. A Member Group/ association that has been expelled from Membership may be reinstated as a Member at the discretion of the Board, and reported to Congress if:
- a. a proposal for reinstatement is made by the Member Group/ association to the Board in writing at least six (6) months prior to an Ordinary Congress meeting or a Special Congress meeting called for that purpose;
  - b. having considered the proposal, the Board agrees, to recommend to Congress the reinstatement of the Member Group/ association to Membership; and,
  - c. The Board reports such reinstatement to the next meeting of the Congress following the reinstatement.

**N. Register of Members**

50. ITFE shall keep and maintain a Register of members, the Ordinances shall set out the information to be kept by ITFE. [

**O. Good Standing**

51. Member Group/ associations shall be in Good Standing with the ITF and AETF. The criteria to be in Good Standing and the consequences of failing to meet the criteria, (including any sanctions) shall be as set out in Part XII of this Constitution, the Ordinances and other Rules and Regulations.

## **PART III – CONGRESS**

### **Commentary:**

**This Section on the Role of Congress (AGM) is expanded to set out the role of Congress its powers and other administrative issues which are in line with similar organisations and NGBs. It is hoped that much is uncontroversial and covers key issues which are expected to be in place. Attention is drawn to the following:**

**Section M- Voting, the Board is recommending a major change to voting at Congress this is based on the system used by the ITF which is an attempt to ensure that all affiliates have a role and that benefit is given to size but buttressed by with a cap. Members are asked to review the process set down in Section M. It is recognised as set out in a note within the draft to adapt the way the voting levels can be calculated.**

**Section N Officers and the Board- the Board is recommending that the size of the Board be increased from 7 to 9, i.e., four (4) Officers, as at present, and five (5) Directors without portfolio. It will be noted that it is proposed that the five (5) Directors should not hold a specific portfolio. Attention will be drawn to this at the relevant point in the draft.**

**Elections to the new Board under the new Constitution will be held once the term of the current board ends. Proposals to deal with the interim will be put forward in a separate document.**

**Additional information on the election process will be set out in the Ordinances and Regulations.**

### **A. Role of Congress/ the General Meeting**

52. Congress is the highest authority of the ITFE and for Taekwon-Do ITF in England.

### **B. Composition of Congress**

53. Congress consists of the Members of ITF England, as defined in these Statutes in Part II, Sections A and B, of Good Standing as defined in Part XII.

### **C. Meetings of Congress**

54. Congress shall meet every year.

55. The date and venue of all meetings of Congress will be decided by the Board and notified in accordance with Part III, Section H (Notice of Ordinary Congress Meeting) or Part III, Section J (Call and Notice of Special Congress Meeting), as applicable.

56. The procedure for meetings of Congress shall be as specified in this Constitution, Ordinances and relevant Regulations of ITFE.

#### **D. Powers of Congress**

57. The Congress has the powers set out in this Constitution, and in particular to:

- a. receive annual reports on the admission, suspension, expulsion and reinstatement of Members made by the Board;
- b. amend this Constitution;
- c. elect and remove the President;
- d. elect and remove the Vice-President;
- e. elect and remove the other Officers, i.e. The Secretary General and the Treasurer;
- f. remove Board Members;
- g. receive the recommendations of the membership of the Disciplinary Committee/ from the Board;
- h. receive and approve the Strategic Plan of ITFE;
- i. receive and approve the Annual Reports from the Board;
- j. receive and approve annual financial reports from the Treasurer and Board;
- k. grant the titles of Honorary Life President, Honorary Life Vice-President and Honorary Life Personal Members, on the recommendation of the Board;
- l. grant awards for services to ITFE and the martial art of Taekwon-Do, on the recommendation of the Board;
- m. dissolve the ITFE in accordance with Part XI of these Statutes;
- n. approve the Membership Fee and Due Date for payment upon recommendation from the Board. In the case that the Congress does not approve an Annual Membership fee then the membership fee will remain as for the previous year, i.e. that the status quo ante will apply.

#### **E. Delegates**

58. Each Affiliated Member of Good Standing is entitled to send members to the Congress who are of good standing as defined in the Statutes and Ordinances.

59. Each Affiliated Member of Good Standing should ensure that at least one (1) Delegate attends all meetings of Congress.

60. A person may not be a Delegate for more than one (1) Member Association at any meeting of Congress.
61. The names of the Delegates attending a meeting of Congress shall be notified to the ITFE in accordance with the Rules and Regulations.
62. Each Affiliated Member of Good Standing, as set down in Part XII, represented by its Delegates at a meeting of Congress has the right to speak and vote.
63. Only members who are classed as Voting members may cast votes at the meeting of Congress.
64. Voting members for the purpose of Part above are individuals who are I Dan and above, hold a valid, at the time of the Congress, ITF Instructors Plaque and have signed and sent a member's agreement with the Secretary General. The member's agreement must be sent by post to the Secretary General.

**F. Attendees and Observers**

65. In addition to the Members of ITFE, subject to approval of the Board and Congress attendees and observers may be invited to meetings of Congress.

**G. Notice of Ordinary Congress Meeting**

66. The Secretary General shall give not less than one (1) month written notice of each Ordinary Congress meeting to all Members of ITFE. **[This will need to be worked through to ensure that we can meet any timetable that is laid down.]**

67. This notice shall specify:

- a. the date and time and the venue in which the Ordinary Congress will be held;
- b. if an Election Congress meeting, the positions to be elected and the date and time by which nominations for them shall be received by the Secretary General (being one (1) month prior to the Election Congress meeting);
- c. the date and time by which any proposed resolutions and other items of business of Congress (as specified in Part III, Section H of these Statutes) are to be submitted to the Secretary General, (being one (1) months prior to the Ordinary Congress meeting). **[Schedule and timing of administrative arrangements to be clarified.]**

**H. Agenda for Ordinary Congress Meeting**

68. An agenda containing the business to be discussed at an Ordinary Congress meeting shall be sent by the Secretary General to the Members no later than one (1) month before the date of the Ordinary Congress meeting. The business on the agenda shall include the following:

- a. presentation and approval of the Annual Board Report, including the audited financial statements and Auditors report, for the preceding financial years;
- b. any resolution(s) proposing to amend this Constitution;
- c. if an Election Congress meeting, the election of the positions of President, Vice-President, Treasurer, Secretary General and Individual Board Members;
- d. to receive the composition of members of the Disciplinary Tribunal, upon the recommendation of Board;
- e. any other items of business that have been properly submitted in accordance with this Constitution, the Rules and Regulations, for consideration at the Ordinary Congress meeting and within six (6) weeks of such meetings of the Congress.

#### **I. Call and Notice of Special Congress Meeting**

69. The Secretary General shall call a Special Congress meeting, as soon as practicable, upon a written request from:

- a. the Board; or
- b. one third (1/3rd) or more of the members of ITFE.

70. A request made under this Part III, Section I paragraph 74 to call a Special Congress meeting, shall state:

- a. the specific purpose for which the Special Congress meeting is being called; and
- b. the specific resolution(s) on which the delegates are requested to vote.

71. On receipt of the request to call a Special Congress meeting, the Secretary General shall give not less than one (1) months' notice to the members of:

- a. the date, time and venue in which the Special Congress meeting is to be held; and,
- b. the proposed resolution(s) that have been properly submitted for consideration.

#### **J. Quorum**

72. No business shall be transacted at any meeting of Congress unless a quorum is present at the time when the meeting is due to commence (as set out in the notice of the Congress

meeting) and at all times during the meeting.

73. The quorum for a meeting of Congress shall be no less than one third (1/3rd) of the total number of Members entitled to vote.
74. If a quorum is not obtained within thirty (30) minutes of the scheduled commencement time of the meeting of Congress, then the meeting shall be adjourned to a later time on that day. If no quorum is obtained at this meeting of Congress then the persons present at such second meeting of Congress are deemed to constitute a valid quorum.

#### **K. Chair of Congress**

75. The Chair of Congress is the President.
76. If the President is unavailable for a Congress meeting, the Vice-President will be the chairperson for that meeting. In the case that neither the President or Vice-President is available then the Congress will take nominations for a Chair pro temp for the meeting and will take a vote on the nominations to Chair the Congress. The vote for a temporary Chair will be by a simple majority.

#### **L. Voting: Overarching Principles**

**[This is just an explanation of the basis of the voting system, Section M below sets out the process that must be followed]**

77. Voting at Congress shall be conducted in accordance with the Statutes, Ordinances and related Regulations.
78. All resolutions of Congress shall be passed by Simple Majority unless a Special Majority is expressly specified in the Constitution.
79. In the event of a tie in the votes on a resolution or decision at a Congress Meeting the Chair will have a casting vote.
80. In the event of a tie in the number of votes in the case of elections to the Board, under Part III, Section M a second vote shall be taken between the two (2) candidates with equal votes for the position being elected, and the highest polling candidate after the second that vote will be declared elected, should a tie occur at the end of the second vote then the Chair of the Congress will have a casting vote.
81. If it is not possible to have a face-to-face meeting of Congress the Board is empowered to implement a secure method of voting.

#### **M. Voting Procedures including the process for Elections to the Board**

82. The voting procedure for the business of Congress, including elections to the Board, will be on a proportional basis of the persons in each of the affiliates of ITF England provided that the affiliate meets all the criteria set out below:
  - a) The affiliate must have signed the affiliate membership agreement;
  - b) The affiliate must be a full member of ITF England and not of probationary status;
  - c) The affiliate must have paid the annual membership fee and not be in arrears in payment of relevant fees to ITF England;
  - d) The affiliate must be of Good Standing as set out in these Statutes and the

Ordinances. Persons meeting the criterion set out in 82. (a) above must have signed and lodged an individual membership agreement with the Secretary General. This may be submitted by post or electronically as determined by the Board;

83. Votes made at meetings of Congress, including for elections to the Board, will be cast on the basis of the number of persons as recorded by the Secretary General as at 30<sup>th</sup> October each year in the following proportions: **[These dates can be amended as necessary]** The Secretary General will inform the relevant affiliate and Congress of the votes to be cast by each affiliate.

Voting level 1- 15+ eligible persons	5 votes
Voting level 2- 14-10 eligible persons	4 votes
Voting level 3- 9-5 eligible persons	3 votes
Voting level 4- 4-2 eligible persons	2 votes
Voting level 5- 1 eligible person	1 vote

**[If we want to include training numbers I will amend the relevant paragraphs. However, I would suggest that the detail is included in the Ordinances rather than here in the Statutes to allow amendments in an effective way rather than the constant requests to Congress i.e. the Board would report changes rather than seeking recommendations for approval. If this is the case the wording might be to the effect: “The level of votes, Voting level, cast by each affiliate and the method by which such voting levels are calculated will be set out in detail in the Ordinances of ITF England.”]**

84. The eligibility of persons in each affiliate used to derive the level of votes, (Voting level) set out in paragraph 83 above is as follows, provided that the conditions set out in paragraph 82 for each affiliate has been met. All persons who contribute to the Voting level set out in paragraph 83 must meet the following criteria:

- a) The person must be over the age of 18 on the date set out in paragraph 83;
- b) The person must hold, and paid, for an ITF Instructor plaque;
- c) The person must have signed and lodged an individual membership agreement with the Secretary General. This may be submitted by post or electronically as determined by the Board. The individual membership need only be submitted once and there is no requirement to submit such agreement on an annual basis.

85. Votes will be cast by a delegate from each affiliate which meets the criteria set out in paragraph 82 above.

86. The name of the delegate empowered to cast votes on behalf of the affiliate must be communicated to the Secretary General 10 working days prior to the meeting of Congress.

87. Proxy voting and voting in absentia is not permitted.

88. In the case of voting for elections to the Board votes up to the maximum allocated may

only be applied to one candidate in each category. **[This can be amended if it is desired views are sought on this from the membership].**

#### **N. Officers of ITFE and the Board**

89. The following are Officers of ITFE:

- a) The President;
- b) The Vice-President;
- c) The Secretary General; and
- d) The Treasurer.

90. In addition to the Officers of ITFE there will be five (5) additional Board members without portfolio.

91. The Officers and other Board Members will be elected by Voting members of ITFE as outlined in Part III, Section N below.

#### **O. Elections of the Officers of ITFE and the Board**

92. Elections for the officers of ITFE comprising the Officers (ie the President, Vice-President the Secretary General, and the Treasurer) and other Board members shall be undertaken by secret ballot in the manner specified in the Statutes, Ordinances and any related Regulations. The first Election Congress meeting under this Constitution will be held in 20XX.

93. Only Members of ITFE, as set out in Part II Section A and B of these Statutes above, may nominate candidates to be elected as officers of ITFE (i.e., the President, Vice-President, Secretary General and Treasurer) and Individual Board Members. Members may only nominate one candidate for each position. Each candidate must be Eligible in accordance with Part IV, Section D of these Statutes (Eligibility) and be a member of ITFE. The procedure for nominating candidates will be as set out in the Ordinances and related Regulations.

94. The order for elections shall be as follows:

- a. Election of President;
- b. Election of Vice-President
- c. Election of Secretary General;
- d. Election of the Treasurer
- e. Election of Individual Board Members.

95. Election of the Officers (President, Vice-President, Secretary General, Treasurer) and Individual Board Members:

- a. The Officers and Board Members shall be elected by the Members of ITFE by

the members present at the Congress meeting.

- b. The candidates for the position of the Officers and Board Members who receive a Simple Majority of votes shall be declared elected. In the case of a single nomination for a post the candidate will be elected unopposed.

**P. Minutes**

96. Minutes shall be kept of all meetings of Congress and made available to all Members and other persons who attend Congress as Attendees or Observers as specified in Part III, section F (Attendees and Observers).

**Q. Errors**

97. Any irregularity, error or omission in notices, agendas and relevant papers for a meeting of Congress and any other error in the organisation of a meeting of Congress shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
  - a. the Chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
  - b. a resolution to proceed is put to the Congress meeting to proceed and carried by Simple Majority.

**PART IV – THE BOARD [Certain clauses of this Part will not be in force until 1 October 20XX especially that for elections to the Board]**

**Commentary:**

Some expansion in this part from the existing Constitution has taken place, however, much is in line with processes in similar organisations including NGB's

As highlighted under the Part concerning the Congress some elements cannot come in force until the term of the current Board comes to an end. The Board will provide a separate paper for consideration and approval to address interim arrangements.

Attention is drawn to paragraph 101 some redrafting will, as outlined, be necessary. Please see the comments that are included.

Section D- this is included to mirror matters covered in the Part on membership and spells out clearly the requirements needed to serve on the Board. This does not appear in the existing constitution.

Section E is included to ensure that there is some turnover and new blood is introduced which is expected in any forward thinking and dynamic organisation. The Board feels that it is important that there is turnover and does not support dynastic membership of the Board.

Many of the other sections of this part are included that appropriate action can be taken without raising difficulties because their absence such sections have emerged from experience of difficulties in the past.

The Duties and Powers of the Board- Section H, have been significantly expanded and are in line with similar organisations and places authority with appropriate responsibility on Board members. Incidents in the past have shown that it is essential that Board members understand that they not only have authority but the absolute responsibility to ensure that they always act in the best interests of ITF England.

Paragraph 125 is included to future proof the Statutes, it should be noted that the Board is not recommending that this should be implemented at the moment. Nevertheless, it might be something that any future Board may wish to introduce and that such recommendations require the approval of Congress.

## **A. Role of the Board**

98. The role of Board is to govern Taekwon-Do ITF in England as set out in this Part IV of these Statutes.

## **B. Membership of the Board**

99. The Board shall be comprised of two categories of membership:

- a. the ex-officio members of the Board as follows: the Officers of ITFE (ie the President, the Vice-President, the Secretary General and the Treasurer) as set out in Part III, Section M, above elected by Congress in accordance with Part III, Section L of these Statutes;
- b. five (5) Individual Board members elected by Congress in accordance with Part III, Section L.

100. The Board may co-opt additional members if there are insufficient candidates in any voting Congress. In the event of the need to co-opt Board members a report will be made to the following Congress. The period of co-option must not exceed the normal period of tenure to a post on the Board. Where possible there shall not be more than one (1) Board Member (in any capacity) from any one (1) Member Association, Individual Club,

101. There shall be a Minimum Gender Number in the composition of the Board, as described in Article XX. and should, if possible, reflect the diversity of the membership of ITF England. **[Further discussion is welcomed on this issue. This is a difficult clause to draft as I'm not sure that we collect information in a form that would allow us to determine the diversity of our membership. I'm not sure that our member associations do this.]**

## **C. Chair of the Board**

102. The Chair of Board is the President.

103. If the President is unavailable for a Board meeting, the Vice-President will be the Chair for that meeting, or if the Vice-President is not available then the Board shall appoint one (1) of the Individual Board Members to be the Chair for that meeting.

## **D. Eligibility**

104. A person seeking to be a member of the Board (in any capacity), or to remain in office as a member of the Board (in any capacity) must fulfil the requirements in accordance with this article (Eligibility). Persons in affiliates who are in their probationary period are not eligible to seek nominations for positions on the Board.

105. A person seeking election either as an Officer or a Board member without portfolio must be a member of an affiliate of ITF England. In addition, such persons must also:

- a) hold a Black Belt certificate issued by the ITF;

- b) be of a minimum age of 18 years of age;
  - c) be of Good Standing, as defined in these Statutes and Ordinances;
  - d) follow the process to seek nomination as laid down in the Statutes and Ordinances;
  - e) possess relevant skills for the relevant Office;
  - f) etc
106. to be a member of the Board must be a member of an Association that is a current member of ITFE;

#### **E. Term of Office**

107. The term of office for all Board Members shall be three (3) years, commencing at the conclusion of the first Board meeting held after the conclusion of the Congress meeting at which their election is made or appointment is effective and expiring at the commencement of the first Board meeting held after the conclusion of the next Congress meeting.
108. Subject to Paragraph 104 above, a member of the Board (other than ex officio members) who has held office for the maximum period of two terms of three years or six years in total or who has been, exceptionally appointed for a third and final term (with an overall maximum of nine years) shall not eligible for reappointment at a subsequent date until a period of one ordinary term has passed.
109. A member of the Board, other than an ex officio member, who has been absent from three consecutive ordinary meetings of the Board shall, unless the leave of the Board for such absence is given, shall cease to be a member of the Board and shall not be eligible for re-appointment or re-election to the Board within a period of twelve months thereafter.
110. A member of the Board (other than ex officio members) who has held office for the maximum period of two terms of three years or six years in total or who has been, exceptionally appointed for a third, and final term (with an overall maximum of nine years) shall not eligible for reappointment at a subsequent date.
111. This Part IV, Section E is subject to Part IV, Sections F (Vacancies), and G (Suspension and Removal of a Board Member).

#### **F. Vacancies**

112. Casual Vacancy: A casual vacancy in the position of a member of the Board arises if, prior to the expiry of a Board Member's term of office, one of the following circumstances occurs:
- a. resignation of the member of the Board, in writing, from office;
  - b. death of a member of the Board;
  - c. removal from office of the Board member under Article G (Suspension and Removal of Board Member);
  - d. failure by the Board Member to attend three (3) consecutive meetings of the

Board without prior approval from the President or the Board.

113. Vacancies: If a casual vacancy arises on the Board under this article it shall be filled for the balance of the term of office of the vacating Board Member as follows:

- a. If the vacant position is the President, the Vice-President will become the interim President, and if he or she is not available, then one (1) of the other Individual Board Members as decided by Simple Majority of the Board will become the interim President;
- b. If the vacant position is the Vice-President, one (1) of the Individual Board members will become the interim Vice-President;
- c. If the position is any Individual Board Member it will remain vacant until the next meeting of Congress unless the Board co-opts to the vacancy in such cases Part IV, Section B will apply.

#### **G. Suspension and Removal of a Board Member**

114. Suspension of Board Member

- a. The Board may, by Simple Majority, suspend a Board Member from the Board, if a Board Member:
  - i. is under investigation by a Relevant Authority for, or is charged with, or is given notice by a Relevant Authority of, a proposal to make an order or finding against that Board Member in respect of any of the circumstances described in paragraphs 112 and 113 below inclusive;
  - ii. is, in the Board's opinion, in breach of one or more of their duties under paragraphs 112 and 113 below; or
- b. Before making a decision under this Part IV, Section G, the Board shall provide the Board Member against whom the suspension is proposed;
  - i. written notice of the proposed suspension including the grounds and reasons for such proposal;
  - ii. the right to make submissions to the Board within a reasonable period being not less than forty eight (48) hours after sending the Board Member notice of the proposed suspension.
- c. A suspension under this Part IV Section G, shall be for a period not longer than twelve (12) months, and may be subject to such terms and conditions as the Board considers appropriate. A suspension imposed under this Article may be extended by Simple Majority of the Board for a further period until the next Congress meeting if reasonably justified in the circumstances.

- d. In addition to suspension by the Board under this Part IV, Section G if a Board Member is suspended (including provisionally suspended) or otherwise declared Ineligible under paragraphs 112 and 113 pending the outcome of any investigation or charges being decided by a Relevant Authority, the Board Member shall automatically be suspended from the Board for the period of that suspension or Ineligibility, without any further decision of the Board.
- e. If a Board Member is suspended under any provision of this Part IV Section G, and is also a member of any Committees established by the Board he or she shall automatically be suspended from those positions as applicable.

115. Removal of an Officer or a Board Member:

- a. An Officer or Board Member may for good reason be removed, as determined by the Board have their membership terminated by the Board.
- b. Good reason for the termination of Board membership shall, without prejudice to other valid reasons determined by the Board, include:
  - i. repeated or persistent breach of duties by the Board Member under this Part IV, Section G;
  - ii. a suspension imposed by the Board under this Part IV Section G on the Board Member having expired but the circumstances for which the suspension was imposed, are continuing.
  - iii. conviction for an offence which, in the opinion of the Board, renders the person unfit to carry out the duties associated with their office or Board membership;
  - iv. physical and/or mental incapacity;
  - v. persistent failure to perform the duties of Board membership; and,
  - vi. conduct which the Board deems incompatible with the duties of Board membership.

116. The Board shall not remove a member from office until there has been a process of review by and recommendation from the President and this process shall include the opportunity for the member to be heard. Resignation by letter to the Secretary General will automatically terminate a process of review.

117. If a Board Member is removed from the Board under this Part IV, Section G and is also a member of any committees established by the Board he or she shall automatically be removed from those positions as applicable. There is no right of appeal to this process.

## **H. Duties and Powers of Board Members**

118. Duties: The duties of each Board Member are to:

- a. consider the interests of Taekwon-Do ITF in England; and at all times act in good faith and in the best interests of ITFE;
- b. exercise the powers of the Board for proper purposes;
- c. act, and ensure the ITFE acts, in accordance with this Constitution and its Rules and Regulations including but not limited to the Code of Conduct;
- d. be bound by all Board decisions and act in accordance with the principle of collective responsibility;
- e. not agree to, nor cause or allow, the activities of the ITFE to be carried on in a manner likely to create a substantial risk of serious loss to the ITFE's creditors;
- f. not agree to the ITFE incurring any obligations unless the Board Member believes at that time, on reasonable grounds, that the ITFE will be able to perform the obligations when it is required to do so;
- g. except for the President, not speak or make statements publicly on behalf of the ITFE unless authorised to do so by the President, or in accordance with delegated authority in writing from the Board;
- h. exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances;
- i. in addition to any other steps specified in the Rules or Regulations, disclose to the ITFE the nature and extent of any interest in a transaction or proposed transaction of the ITFE as soon as the Board Member becomes aware of the fact that he or she has such conflict of interest;
- j. not disclose information that the Board Member would not otherwise have available, other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
  - i. as agreed by the Board for the purposes of the ITFE;
  - ii. as required by law.
- k. make reasonable efforts to attend and actively participate in all Board Meetings and Congress Meetings;
- l. use their best efforts to consult widely with the Members of ITFE to keep abreast of the issues facing them. Nothing in this Article waives the duty of confidentiality in respect of information disclosed to them as Board Members under Article XX; and,
- m. participate in an annual review of Board's performance in the manner decided by the Board.

119. Powers and Responsibilities of the Board: The Board has the powers and responsibilities to:

- a. Approve membership and provisionally suspend Member Associations/ Independent Groups under Part II Membership;
- b. develop a Strategic Plan for Taekwon-Do ITF in England for approval by Congress;
- c. review the Strategic Plan, and regularly monitor progress against that plan;
- d. adopt, amend and repeal Rules and Regulations and to make recommendations, as necessary for amendments to this Constitution;
- e. approve the Annual Report for approval by Congress;
- f. consider and make recommendations to Congress for amendments to the Constitution;
- g. consider and make recommendations to Congress for:
  - i. the election of Honorary Life Presidents, Honorary Life Vice-Presidents and Honorary Life Personal Members;
  - ii. the recognition of awards to be granted for service and contribution to Taekwon-Do ITF in England;
- h. recommend to Congress the amount of the Membership Fee, and Payment Dates;
- i. review the existing National Competitions and competition structure, decide on new competitions and event, approve the annual and multi-year International Competition programme and select hosts and locations of National Competitions;
- j. approve and amend policies and procedures for the appointment and training of ITFE umpires for International Competitions arranged by the ITF and AETF;
- k. make recommendations to the ITF and AETF for umpires and other officials for International Competitions;
- l. recognise ITFE national records;
- m. approve, monitor and support the ITFE Team and Development Squads and enter individuals and teams in ITF and AETF Championships as and when they are organised;

- n. establish and disestablish Working Groups as it considers appropriate and to monitor their progress;
- o. appoint and remove members of Working Groups;
- p. make and amend Rules and Regulations for the establishment and authority of the Disciplinary Panel;
- q. consider and make recommendations to Congress to approve members of the Disciplinary Panel;
- r. define and monitor delegations of authority from the Board to the President, Vice-President, other Offices and Individual Board Members including such delegation of powers for working groups;
- s. to receive reports from the Treasurer on the financial position of ITFE, including the initial consideration of the Annual Financial Reports for Congress. In addition, the Board will receive, consider and set the budgets prepared in consultation with the Treasurer;
- t. to consider the Audit arrangements, as required for unincorporated institutions, on the recommendation of the Treasurer;
- u. to consider and approve the Financial Regulations for ITFE and to forward amendments to such Regulations to Congress for approval;
- v. to consider and approve detailed Financial Procedures prepared by the Treasurer for use in financial transactions;
- w. to receive, consider and approve the Risk Management process for ITFE;
- x. resolve and determine any disputes or matters not provided for in this Constitution;
- y. do all other acts and things which are specified in this Constitution, Rules and Regulations to be undertaken by Board;
- z. Establish and keep under regular review the delegation of authority from the Board to the Officers, and others,;
- aa. To establish, as necessary, Standing Committees, as required to ensure the effective and efficient running of ITFE such committees will be chaired by a member of the Board;
- bb. To receive, consider and take action on reports from Standing Committees and to forward such reports and actions taken thereon taps necessary to Congress;

- cc. Establish a process to monitor and evaluate the performance and effectiveness of ITFE in achieving strategic objectives ;
  - dd. Ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and managing conflicts of interest;
  - ee. Establish processes to monitor and evaluate the performance and effectiveness of the Board itself;
  - ff. Conduct its business in accordance with current best practice in other sectors, including public sector, corporate governance and with the principles of public life drawn up by the Committee of Standards in Public Life, and appoint and constitute such committees in furtherance thereof as it may from time to time deem to be appropriate;
  - gg. Appoint the coaching and other staff for the ITFE National Team and Development Squad and to establish arrangements for monitoring the Coaching team;
  - hh. To appoint such other staff, where necessary, to support the aims and objects of ITFE;
- a) To appoint persons to represent ITFE in pursuance of its powers conferred on ITFE otherwise than under this Constitution;
- a. to be the principal financial and business authority and to ensure that the Treasurer ensures that proper books of account are kept for all aspects of the financial activities of ITFE and to approve annual budget and financial statements and to have responsibility for the assets held by ITFE;
  - b. to be ITFE's legal authority and, as such, to ensure that systems are in place for meeting ITFE's legal obligations including those arising from contracts and other legal commitments made in ITFE's name;
  - c. consider and report on any opinion on any matter relating to the work of ITFE including proposals of the Board for the amendment of the Constitution that have been received from member associations on reference from the Board;
  - d. ensure that ITFE's constitution is followed at all times and that appropriate advice is available and taken to enable this to happen;
  - e. Safeguard the good name and values of ITFE and to be responsible for the ethical governance of ITFE and its members.

## I. Board Meetings and Procedures

### 120. Board Meetings:

- a. The Board will meet at least twice in each calendar year.
- b. Board meetings may be called at any time by the President on fourteen (14) days' notice, unless a matter is urgent, in which case the notice period may be reduced to no less than twelve (12) hours.
- c. Except to the extent specified in this Constitution, the Rules and Regulations, the Board shall regulate its own procedure.

121. Meetings using Technology: Any one (1) or more Board Members (including the Board as a whole) may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. Such meetings may occur by telephone, through video conference facilities or by other means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

122. Quorum: The minimum number of Board members who shall be present to obtain a quorum for a Board meeting shall be five (5).

### 123. Voting:

- a) Each Board Member present at a Board meeting shall have one (1) vote on each resolution.
- b) All resolutions of Board shall be carried by a Simple Majority, unless a Special Majority is expressly specified in the Statutes, Ordinances and other related Regulations.
- c) In the event of a tie in votes the President shall have both a deliberative and a casting vote, unless the resolution directly affects the President, in which case a replacement Chair of the Board as described in Part IV Section C shall be the Chair of the meeting for that resolution.
- d) Except for resolutions passed outside of a Board meeting, see paragraph 121 below, Resolutions, voting at Board meetings shall be by voice, or upon request of any Board Member, by a show of hands or by secret ballot. Proxy voting is not permitted at Board meetings.

124. Resolutions: A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by a quorum of Board Members under Article XX, shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed or consented to by one (1) or more of Board Members.

### 125. Remuneration and Expenses:

- a) The Board may, by Simple Majority, upon the recommendation, establish a policy to remunerate the President, the other officers of ITFE and Individual

Board Members and members of Working Groups for their services to the ITFE. Such recommendations will require the approval of the Congress before such remunerations are enacted.

- b) In addition, the President, the other officers of ITFE, Individual Board Members and members of Working Groups will be reimbursed for their actual and reasonable expenses incurred in carrying out their roles in accordance with policy established by the Board.
- c) Any remuneration paid under this Part IV, Section I, paragraph 122 shall be disclosed in the Annual Financial Report to Congress.

## **PART V– SUBSIDIARY UNDERTAKINGS**

### **A. Subsidiary Undertakings**

#### **Commentary:**

**This section is included in case we enter into such arrangements we don't know if we will do this and it provides a process if it happens**

126. The Board of ITF England may, on report from the Treasurer, establish or participate in such legal persons, entities, companies or other undertakings, arrangements or ventures ('subsidiary undertakings'), either alone or with other persons or bodies, as it may deem appropriate to provide services to assist in the pursuit of the Objects of the ITF England.
127. The criteria and procedures for the establishment of subsidiary undertakings that are wholly owned by the ITF England shall be approved, and from time to time reviewed, by the Board on the recommendation of the Treasurer. These procedures shall demonstrate compliance with all relevant legislation for the time being in force and with any other obligations currently binding on ITF England.
128. All proposals for the establishment of subsidiary undertakings must satisfy the criteria established by the Board, and shall require an assurance to be given by the proposer that the objectives of the subsidiary undertaking are consistent with the Objects of the ITF England, and that the case for the ITF England's involvement is the most appropriate way of facilitating the contribution it will make to their achievement. All proposals shall require the approval of the Board, which may appoint a committee inter alia to undertake and report on the detailed scrutiny of proposals. In all instances where the subsidiary undertaking is, or is to be, constituted as a separate legal entity, the approval of the Treasurer shall be subject to the concurrence of the Board. Similarly, all proposals for the dissolution, disposal or the cessation of activity of a subsidiary undertaking shall be subject to the approval of the Treasurer and, if the subsidiary undertaking is a separate legal entity, the concurrence of the Board.
129. For each subsidiary undertaking established, a Memorandum of Understanding shall be drawn up for approval by the Treasurer for the purpose of providing a clear and unambiguous statement of the relationship between the parties and of their expectations for the benefits to be accrued from such relationship. Where the subsidiary undertaking is a separate legal entity, the approval of the Treasurer shall be subject to the concurrence of the Board.
130. In cases where it is proposed that the ITFE be a participant partner or shareholder in, or a joint owner of, a subsidiary undertaking, the Board, before approving the participation of the ITF England, either at the outset or subsequent to its establishment, shall satisfy itself that:
- a) the other parties to the subsidiary undertaking are reputable, financially sound and have objectives that are compatible with the objects of ITF England;
  - b) the terms and conditions of participation, set out in the form of a binding Memorandum of Understanding between all the parties, comply with all relevant legislation for the time being in force and provide for the withdrawal of ITF England,

for good cause shown, on negotiable terms;

- c) ITF England is adequately and appropriately represented (if appropriate) on the principal decision-making authority of the subsidiary undertaking.

131. For each subsidiary undertaking established by ITF England, or in which the ITF England is a participant partner or shareholder, the Board shall appoint, on the recommendation of the Treasurer, a Nominated Officer, whose duty it shall be to ensure that the interests of the ITFE, as provided for in the Memorandum of Understanding, are properly represented, to make decisions on its behalf where necessary and to report to the Board, or its delegated authority, at least annually, on the performance of the subsidiary undertaking. The Nominated Officer shall be a Member of ITFE.

132. The Board shall establish procedures for making appointments under the provisions of paragraph 128 above. Such procedures shall have regard to arrangements for the satisfactory management of any conflicts of interest that such appointments may from time to time generate.

## **PART VI – CODE OF CONDUCT AND CONFLICTS OF INTEREST FOR MEMBERS ACTING ON BEHALF OF ITFE**

### **Commentary:**

**This is included to avoid problems and is based on organisations that are similar to ITF England including many NGBs**

### **A. Code of Conduct, Conflicts of Interest for Members of ITFE**

133. The work of ITF England shall be carried on in a spirit of tolerance and collegiality, freedom of opinion, mutual respect and concern, and openness responsibly exercised within the law. In the conduct of its business and affairs generally and the appointment of staff or other persons to its service, ITF England shall treat all persons with fairness and equality of opportunity, regardless of their personal characteristics or circumstances and of their opinions lawfully expressed, and shall comply with the principles of natural justice and the applicable provisions of any relevant legislation.

134. The Board expects all Members of ITF England to conduct themselves with due regard to probity and propriety in the course of their duties or employment (if applicable), and in their other dealings with ITF England, according to the principles of behaviour set out above and according to the seven principles of behaviour arising from the Nolan Committee Report on Standards in Public Life (demonstrating selflessness, integrity, objectivity, accountability, openness, honesty, and leadership). They should declare to the appropriate authority, in accordance with issued guidance, any personal interest that may compromise or might reasonably be deemed to compromise impartiality, conflict with duty as an Officer, Board Member or any other person representing ITFE, or result in private benefit. In particular, Members of the Board of ITFE must declare any personal interest in the business to be discussed and, if necessary and as required, withdraw from the consideration of such business. Board members will comply with Board policy on Conflicts of Interest.

## **PART VII– DISCIPLINARY AND GRIEVANCE PROCESSES**

### **Commentary:**

**This part is included as it is good practice to include it in any constitutional framework. This Part sets out the general principles and further details are set out in the Ordinances and Regulations.**

### **A. Procedure for determining the membership of disciplinary and related panels established to examine cases, and related procedural matters**

#### **B. Part I - Application and scope**

135. This Clause prescribes processes to address disciplinary and grievance matters in relation to (a) charges brought against members acting in a capacity on behalf of ITFE excluding Board Members which is covered in Part IV, Section G above and (b) cases which are referred to the Board for action by an individual or a member Association where there is believed to be a misapplication of procedure in the relevant association, in such cases ITFE will not act unless, and until, that procedures relevant in that association have been completed. In addition, the Board reserves the right to reserve any investigation pending the outcome of investigations by the association or a competent body, such as the Police, and the Courts:

- a) the procedures for the appointment of members of the panels specified in Part VIII of these Statutes, these being in relation to:
  - i. a hearing to consider charges brought under the Serious Misconduct procedure pursuant to the provisions of paragraphs xxxx;
  - ii. an appeal against a penalty imposed for such serious misconduct;
  - iii. a hearing to consider dismissal on other grounds;
  - iv. an appeal against dismissal on other grounds;
  - v. a grievance appeal panel.

#### **C. Part II – Appointment of members of panels established pursuant to Part VIII [Full details will be in the Ordinances and can include an investigating officer to investigate the facts to assess whether there is a prima facie case to answer]**

136. Unless otherwise provided for in this Part IV authority to establish a panel shall be given, on a case by case basis by the President in consultation, as necessary with other Board members.

137. Except as provided for in paragraph 135 below, each such panel shall consist of three persons, including:

- a) at least one member of the Board who is not an Officer of ITFE;
- b) One independent member, who is a member of ITFE.

138. No panel member shall have had any previous involvement in the Respondent's case, and accordingly no person may be member of both a Hearing Panel and an Appeal Panel in respect of any particular case.
139. The Secretary General shall advise the Respondent, in writing, of the names of those who have been appointed to serve on the panel and shall also inter alia indicate that any objection which the Respondent may have to any of those appointed should be made in writing, with good cause shown, to the Secretary General, within five working days of such notification. Any objection received shall be considered by the President, whose ruling, having consulted the Board, shall be final. In any case where such objection is upheld, an alternate shall be appointed following the process(es) within paragraphs that is relevant to the particular instance.

#### D. Part III – Related procedural matters

140. Notice of meetings or panel hearings: The Respondent shall be entitled to receive notice, in writing, of at least ten working days of any meetings or panel hearings to which he or she is to be invited to attend.
141. The written notice should also include, or refer to, as appropriate:
- a) the date, time and place of the meeting or panel hearing;
  - b) an outline of the matters to be considered;
  - c) information about the Respondent's right to be accompanied;
  - d) copies of any available papers or other evidence in relation to the matters to be considered;
  - e) in the case of a panel hearing, the names of the panel members.
142. Attendances at meetings or panel hearings: The Respondent shall take all reasonable steps to attend any meeting or panel hearing. In the case of a panel hearing, if the Respondent fails to attend without good cause shown, the panel shall be entitled to, and may at its discretion, proceed in the Respondent's absence. If good cause for failure to attend is subsequently shown by the Respondent, any deliberations of the panel shall be set aside and the panel reconvened
143. The right to be accompanied: At any meeting, or hearing of a panel, the Respondent shall be entitled to be accompanied by a colleague or other representative. **[Perhaps we may have to say that the person is not a legal representative that has been appointed to act by the respondent?]** The person accompanying the Respondent may speak on the Respondent's behalf at the meeting or panel hearing, but may not answer questions (relating to the matters under consideration) on the Respondent's behalf directly, or address the hearing if the Respondent indicates s/he does not wish it, without the consent of the Chair of the panel, nor may the person accompanying the Respondent act in any way which prevents any person at the hearing from explaining his/her case or making a contribution to the hearing.

144. Confidentiality: All meetings and panel hearings shall take place in private. All persons involved in the proceedings, or receiving reports of the proceedings, shall keep their nature and content confidential, save as required by law or for the purpose of taking advice.
145. Conduct of panel hearings: Subject to the laws of ITFE, it shall be at the discretion of a hearing panel or an appeal panel to determine the procedure to be followed in preparation for and at a hearing, which may include without limitation, taking account of submissions by the parties:
- a) which documents (if any) shall be provided for the panel's consideration and at what stage;
  - b) the extent, if any, to which witnesses may be called and questioned;
  - c) the reasonable length of time to be allowed to any party or witness to present his or her evidence;
  - d) the order of proceedings; and,
  - e) the circumstances in which it may be appropriate to postpone or adjourn the hearing.
146. In the case of an appeal hearing, the appeal may review all aspects of the case, but shall not normally take the form of a re-hearing of the evidence, and witnesses may only be called with the appeal panel's permission, which shall normally only be given if there is good reason why the evidence was not available at the previous hearing.
147. Any panel appointed pursuant to the provisions of this Part VII shall notify the member of the reasons for its decision, in writing, which shall also be reported to the Board.
148. A member of the Board or another not previously involved in the case to be heard by a panel shall be designated by the Secretary General, with the agreement of the Chair of the Panel, to act as Secretary to the Panel. The person so appointed shall be required to provide the panel with any documentation that it deems to be necessary, to take notes at the panel hearing, and to give clerical assistance to the panel in the preparation of its report. Any sanctions that arise from the ITF England's Disciplinary and Grievance Procedures are set out in detail in the Ordinances.

## **PART VIII– CORPORATE AND FINANCIAL MANAGEMENT**

### **Commentary:**

**This is included to ensure compliance with appropriate regulations as necessary.**

### **A. Corporate and financial management**

149. Further to this Part VIII of the Statutes, the Board shall establish, upon the recommendation of the Treasurer of ITFE, operational limits and processes for the following matters, in all circumstances in furtherance of the Purposes of ITFE (as set out in Part I, Section D above the Board shall keep such delegation of authority under regular review):

- (a) the entering into of all types of contracts and agreements;
- (b) the co-operation by means of joint boards or otherwise with other authorities and bodies whether public or private;
- (c) the entering into any agreement for the incorporation within ITFE of any other institution and for taking over its rights, property and liabilities;
- (d) the exercise of the Board's responsibility as trustee of any property, legacy, endowment, bequest or gift for purposes of research, scholarship, learning and teaching whether by ITFE or elsewhere, or otherwise in furtherance of the work and welfare of ITFE;
- (e) the making of provision for research, advisory and consultancy services and for these purposes the entering into such arrangements as ITFE may think fit (including arrangements for the grant of powers of attorney and for the formation, supervision, management and control of limited companies, and for ITFE to hold shares in such companies and to participate in their affairs and activities) either alone or with other persons or bodies;
- (f) the making of provision for the protection, filing and exploitation of ITFE intellectual property;
- (g) the making of provision for the printing and publication of research and other works.

## **PART IX– FINANCE**

### **Commentary:**

#### **Included to ensure that best practice is followed.**

##### **A. Financial control and related matters in ITFE**

150. The financial year for ITF England shall be as determined by the Board and reported to Congress. The Ordinances and Financial Regulations will set out such details.
151. The Treasurer shall manage the accounts held in the name of ITF England and ensure that appropriate steps are in place to allow a comprehensive and secure method of controlling such accounts. In the normal course of events where cheques are used two (2) signatories will be required alternative arrangements for the use of electronic accounts which give an appropriate level of security will be implemented and monitored by the Treasurer.
152. The Treasurer is responsible for ensuring that all income and expenditure is recorded as appropriate and in accordance with the Financial Regulations and Procedures that are in place.
153. The Treasurer his responsible for producing, reviewing and implementing appropriate financial processes and procedures including guidelines concerning the collection of income and that any expenditure confirms with best practice and audit guidelines. The Treasurer should make periodic reports to the board on this matter and where required make recommendations for any amendments or updates.
154. The Treasurer is responsible for developing Regulations to ensure that both income and expenditure are utilised for the objects of ITF England.
155. The Treasurer is responsible for ensuring that all income is kept safely and paid into ITF England bank accounts. Only the Treasurer may open or close bank accounts that are held in the name of ITF England or its related entities.
156. All fees and expenses claims must comply with ITF England rules and also with regulations set by HM Revenue and Customs. This includes the HMRC rule that all expenses must be “wholly, necessarily and exclusively” for purposes associated with the work of ITF England. Full details of such matters are set out in Ordinances and the Financial Regulations.
157. The Treasurer is responsible for approving expenditure incurred by members of the board and that any funding for initiatives will follow the guidelines issued in the ITF England's Financial Regulations.
158. The Treasurer is responsible for setting out allowable expenditures for the various activities undertaken by ITF England.
159. The Treasurer is responsible for ensuring that appropriate Procurement Policies are in place which apply equally to all goods and services.

## **PART X– AMENDMENTS TO THE CONSTITUTION**

### **A. Amendments to the Constitution of ITFE**

160. Amendments to this constitution may be made by a vote of a special majority of the voting members at a Congress which will discuss such changes. Due notice of such a resolution will be given by the board in writing with at least 28 days notice of the Congress due to consider such a resolution.

## **PART XI- DISSOLUTION**

### **A. Dissolution**

161. ITFE may be dissolved by a resolution supported by a Special Majority of the Voting members of ITFE at a Congress called for the purpose of dissolution and complying with the terms outlined in Part III above.

162. If ITFE is dissolved the assets whatsoever which remains after settling of all debts and liabilities shall be transferred to a charitable organisation appointed by resolution of a meeting which resolves that ITFE be dissolved.

## **PART XII GOOD STANDING**

### **Commentary:**

**This clause is standard for any organisation of the type of ITF England and is the standard definition for Good Standing.**

### **A. Good Standing**

163. An affiliated association or a person is in good standing is regarded as having complied with all the obligations contained in these Statutes, Ordinances and other procedures of ITF England while not being subject to any form of sanction, suspension or disciplinary action.

## **PART XIII- SCOPE AND LIMITATION OF RIGHTS**

### **A. Scope and Limitation of Rights**

164. The Constitution shall Govern those actions and activities for all matters pertaining to ITFE. the following scope and limitation of rights shall be understood by all members of the Board and any other Committee members and others acting on behalf of ITFE.

165. Limitation of Rights- The constitution does not seek to directly govern the actions or activities of any member with respect to their personal Taekwon-Do activities nor does it govern no seek to govern the activities of its members. The constitution sets out Guidelines based on the principles described in the preamble to this constitution, which must be adhered to.