



INTERNATIONAL TAEKWON-DO FEDERATION (SCOTLAND) LIMITED

ARTICLES OF ASSOCIATION
2022_rev0

The Companies Act 2006

Private Company Limited by Guarantee and not having Share Capital

ARTICLES OF ASSOCIATION

Of

International Taekwon-Do Federation (Scotland) Limited

PART 1, INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms and interpretation

1.1 In the articles, unless the context requires otherwise:

“**Accounting Reference Date**” shall be 5th April in each year;

“**Address**” has the meaning given in section 1148 of the Companies Act 2006;

“**Articles**” means ITFS’s articles of association;

“**Bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy;

“**Board of Directors**” means the Board of Directors of ITFS;

“**Club Member**” has the meaning given in article 20;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to ITFS;

“**Director**” means a director of ITFS, and includes any person occupying the position of director, by whatever name called;

“**Document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**Electronic Form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Electronic Means**” has the meaning given in section 1168 of the Companies Act 2006;

“**Executed**” includes any competent mode of execution under ITFS law;

“**Full Member**” has the meaning given in article 20.2.1;

“**Hard Copy Form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Individual Member**” has the meaning given in article 21;

“**Instrument**” means a document in Hard Copy Form;

“**Martial Art**” means the Korean martial art of Taekwon-Do practiced in Scotland;

“**Member**” means a Club Member, Full Member, Individual Member or Provisional Member;

“**Membership Data**” means data belonging to a club, federation or organisation detailing the up-to-date membership levels;

“**Office**” means the registered office of the ITFS

“**Ordinary Resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**Provisional Member**” has the meaning given in article 20.3.1;

“**Proxy Notice**” has the meaning given in article 31;

“**Relevant Officer**” means any Director or other officer or former Director or other officer of ITFS (but excluding in each case any person engaged by ITFS as auditor (whether or not he/she is also a Director or other officer), to the extent he/she acts in his capacity as auditor);

“**Special Resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**Writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

- 1.2 The relevant model articles (within the meaning of section 20 of the Companies Act 2006) are excluded.
- 1.3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on ITFS.
- 1.4 Except where the contrary is stated or the context otherwise requires, any reference in these Articles to a statute or statutory provision includes any order, regulation, Instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, Instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force.
- 1.5 Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter gender. Words importing persons include corporations.

2 Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of ITFS in the event of its being wound up whilst they continue to be a Member or within one year after they cease to be a Member, for:

- 2.1 payment of ITFS's debts and liabilities contracted before the Member ceases to be a Member;
- 2.2 payment of the costs, charges and expenses of winding up; and
- 2.3 adjustment of the rights of the contributories among themselves.

3 The Company

- 3.1 The name of ITFS is "International Taekwon-Do Federation (Scotland) Limited"
- 3.2 ITFS's registered office is to be situated in Scotland
- 3.3 ITFS's accounting reference date shall be the Accounting Reference Date, unless it is otherwise amended by the Directors.
- 3.4 ITFS's objectives are the promotion, development and fostering of Taekwon-Do including, without limitation:
- 3.4.1 preparing and implementing a vision and strategic plan for ITFS;
 - 3.4.2 promoting and encouraging participation in the Martial Art and fostering a vibrant network of Members;
 - 3.4.3 supporting grading and competitions structure which is attractive and accessible to all athletes;
 - 3.4.4 'ITFS supports the wide variation of rules/styles in respect of intra ITFS and inter Member competition
 - 3.4.5 supporting training structures for participants and competition officials;
 - 3.4.6 developing education for coaches, leaders and instructors and promoting their effective deployment;
 - 3.4.7 promoting good practice and compliance in the following areas, without prejudice to the foregoing generality;
 - 3.4.7.1 the code of conduct; of members, their members whether volunteers or paid staff incorporating: code of conduct for coaches and officials
 - 3.4.7.2 Equal opportunities;
 - 3.4.7.3 Safeguarding policies and procedures
 - 3.4.7.4 Health & safety;

- 3.4.7.5 Anti doping according to the UK Anti Doping Rules ukad.org.uk/resources/document/uk-anti-doping-rules
- 3.4.8 supporting the development of performance and excellence among ITFS participants; and
- 3.4.9 establishing and maintaining links with the United Kingdom and international organisations which are conducive to the attainment of these objectives. The range of UK, European and Worldwide Bodies are identified in our Membership details and By-Laws.

PART 2, DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4 The Board of Directors

4.1 The Board of Directors shall consist of up to 7 Directors of which:

4.1.1 the Chairperson who *may* be independent of any Taekwon-Do organisation

4.1.2 a General Secretary and

4.1.3 a Treasurer

4.1.4 up to 4 other Directors who shall be nominated in accordance with these Articles each being a member with voting rights as defined by ITFS – Those who are 18 years old and have held a Plaque for more than one year.

4.1.5 No more than one member of the board *may* be an independent of any Taekwon-Do organisation.

4.2 Directors' general authority

Subject to the Articles, ITFS shall be managed by the Directors who shall be responsible for all matters relating to the day to day operation of ITFS and generally acting on behalf of ITFS on all matters not specifically reserved for decision by a General Meeting.

5 Directors may delegate

5.1 Subject to the Articles, the Board of Directors may delegate any of their functions to a committee of ITFS but the terms of any delegation must be recorded in Writing. For the avoidance of doubt, all voting power in respect of any such delegated functions shall remain with the Board of Directors.

5.2 The Board of Directors may impose conditions when delegating.

5.3 The Board of Directors may revoke or alter a delegation.

5.4 All acts and proceedings of any committee must be fully and promptly reported to the Board of Directors, and comply with the provisions of articles 8 to 12 (inclusive).

6 Committees

6.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.

6.2 A member of a committee need not be a Director.

6.3 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

7 Calling a directors' meeting

7.1 Any Director may call a Directors' meeting by giving Notice of the meeting to the Directors or by authorising ITFS's secretary (if any) to give such Notice.

7.2 Notice of any Directors' meeting must indicate:

7.2.1 its proposed date and time;

7.2.2 where it is to take place; and

7.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 7.3 Notice of a Directors' meeting must be made at least 14 days prior to the date fixed, it need not be in writing and must be given to each Director provided that, if a Director is absent (whether habitually or temporarily) from the United Kingdom, ITFS has an Address for sending or receiving Documents or information by Electronic Means to or from that Director outside the United Kingdom.
- 7.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to ITFS not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 7.5 The Board of Directors shall meet at least four times per annum with no more than four months elapsing between one meeting and the next.

8 Participating in directors' meetings

Any Director may participate in a meeting of the Board of Directors by means of conference telephone or other similar communication equipment whereby all the members of the Board of Directors participating in a meeting can hear each other and members of the Board of Directors participating in a meeting in this manner shall be deemed to be present in person at such a meeting for the purpose of article 10.

9 Quorum for directors' meetings

- 9.1 A quorum for a meeting of the Board of Directors shall be 50% of the Directors plus one (1).
- 9.2 If a Board Meeting is convened and is not quorate, the meeting shall continue as if it was and any decisions made shall not be ratified until the next available quorate Board meeting. Discussions may be held but decisions may not be taken on matters of a material nature, disciplinary matters, complaints or Membership at an inquorate meeting.

10 Chairing of directors' meetings

- 10.1 The Directors may appoint a Director to chair their meetings.
- 10.2 The person so appointed for the time being is known as the chairperson.
- 10.3 The Directors may terminate the chairperson's appointment at any time.
- 10.4 If no Director has been appointed chairman, or the chairman is unwilling to chair the meeting or is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

11 Casting vote

- 11.1 Voting at the Board shall be by a majority of votes cast by the Board members present at the meeting.
- 11.2 The Board members shall have one vote each.
- 11.3 If the numbers of votes for and against a proposal are equal, the chairman or other Director chairing the meeting has a casting vote.

APPOINTMENT OF DIRECTORS

12 Methods of appointing directors

- 12.1 Nominations for the election of the Board of Directors must be made in Writing to the Chair or other such nominated person as the Board of Directors may determine at least 20 days prior to the date of the Annual General Meeting so as to be included in the agenda for the said Annual General Meeting.
- 12.2 Nominations must take the form of a proposal and second, both to be drawn from individuals who are representatives of the Full Members. Director nominations must also include suitability of skillset for the Director Role advertised. In the event of the appointment of an Independent Director, this should also be the case and should follow an open (public) and transparent recruitment process.

- 12.3 The Board of Directors shall be elected and approved at a General Meeting and shall thereafter hold office for a period of up to four years at the expiry of which they may stand for re-election via the nominations process.
- 12.4 The Board of Directors of ITFS shall serve a staggered four-year term of office, with 50% of the executive being elected every two years.
- 12.5 It shall be competent for the Board of Directors to co-opt to fill vacancies which may arise from time to time in any particular year. Any person co-opted shall hold office until the next General Meeting when he or she will require to stand for election or re-election if appropriate. Any person so co-opted shall, if elected, hold office for a period of four years from the date of their election at a General Meeting.
- 12.6 Any Director drawn from the Members shall renounce their role as such in the event of that person no longer being a member of ITFS.

13 Directors' conflicts of interest

- 13.1 Any person nominated for election as a Director or for appointment to any committee or working group who has any financial interest in the Martial Art shall, before acting as a Director, member of a committee or sub-committee or working group, state in Writing to the Executive Officer all such interests.
- 13.2 A register of Directors' interests shall be completed and held by the General Secretary.
- 13.3 No person having made such a statement of financial interest shall take part in any decision of the Board of Directors whereby such a person or the Full Member represented by such a person shall participate in any contract, transaction or arrangement whereby any benefit might be obtained by such a Director or the Full Member represented by such a person.
- 13.4 The above article 14.3 shall apply to any person who, subsequent to such nomination, election or appointment as the case may be acquires any financial interest in the Martial Art. It shall be the responsibility of such a Director to take no part in any discussions at any Board or General Meeting at which such a contract, transaction or arrangement is discussed having made full disclosure of the entire proposed terms prior to departing from the meeting.
- 13.5 Failure of any person having such financial interest in the Martial Art at any time to fulfil these provisions shall automatically disqualify such a person from holding office as a Director or as a member of any committee, sub-committee or working group of ITFS.

14 Termination of director's appointment

The office of Director shall be vacated if:

- 14.1 that person ceases to be a Director by any provision of the Act or becomes prohibited by law from becoming a Director;
- 14.2 if a bankruptcy order is made against that person;
- 14.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 14.4 that person, in the opinion of all of his/her co-Directors, may be suffering from mental disorder and is incapable by reason of illness or injury of discharging his/her duties as a Director;
- 14.5 notification is received by ITFS from the Director that the Director is resigning from office, and such resignation has taken place in accordance with its terms;
- 14.6 that person has for more than six consecutive months been absent without permission of the Board of Directors from meetings of Directors held during that period and the Board of Directors resolves that his/her office be vacated; or
- 14.7 that person ceases to become a member of any association who are Full Members.

15 Alternate directors

The Directors shall not have the power to appoint alternate Directors.

16 Directors' expenses

ITFS may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

16.1 meetings of Directors or committees of Directors, or

16.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to ITFS.

Payment of Expenses will be in accordance with the ITFS Financial Policies and Procedures as approved by The Board of Directors

17 Power of directors

The Board of Directors shall have power:

17.1 to receive applications and decide upon the Membership of ITFS;

17.2 to determine the policies and procedures to be followed in carrying out the objectives of ITFS as specified in the Articles. The Board of Directors shall be responsible for preparing ITFS's development plan and related budgets and annual work programmes together with the preparation of such reports as appropriate;

17.3 to make, maintain, publish and enforce all necessary policy statements, codes of conduct, codes of ethics, bye-laws, rules and regulations in connection with the said objectives of the Martial Art;

17.4 to delegate any of its powers to any committee, subcommittee, panel working group or individuals, whether or not the individuals to whom powers are delegated are Directors;

17.5 to prohibit any act or practice by associations, federations, clubs, committees, groups organisations or person which in the opinion of the Board of Directors, are or were determined to be detrimental to the interests of the Sport and to deal with any such association, club, committee, group, organisation or person disregarding such prohibition in such manner as they think proper and in accordance with the Rules;

17.6 to inflict penalties and sanctions on associations, federations, clubs, committees, groups, organisations or persons for misconduct in accordance with article 34 or otherwise in accordance with these Articles and the procedures set out in the Rules;

17.7 to require the Members and others over whom it may have jurisdiction to ensure that their members and individuals accept, comply with and adhere to these Articles and Rules;

17.8 to nominate representatives to other bodies to represent ITFS and to affiliate to other such bodies as may be desirable in the interests of the Martial Art in Scotland and the furtherance of ITFS's objectives.

17.9 to manage the affairs of ITFS on a day to day basis and to determine all and any matters in connection with the affairs of ITFS noting terms of the Act or this Memorandum and these Articles reserved to a general meeting of ITFS; and

17.10 to receive, coordinate and administer funding applications on behalf of ITFS.

18 Minutes

18.1 The Board of Directors shall take minutes of its meetings and note specifically:

18.1.1 the appointment of Directors and officers' appointment by Directors; and

18.1.2 proceedings at meeting of ITFS or the Board of Directors, any committees or sub committees including the names of the persons present at each such meeting.

PART 3, MEMBERS

BECOMING AND CEASING TO BECOME A MEMBER

19 Applications for Membership

19.1 No person or club or organisation shall become a Member of ITFS unless:

19.1.1 they have completed an application for Membership in a form approved by the Directors, and

19.1.2 the Directors have approved the application. And

19.1.3 They have paid the appropriate fee

19.2 The Board of Directors shall consider and determine all applications for Membership by simple majority vote with the chairperson having a deliberative as well as a casting vote. In determining applications for Membership, the Board of Directors shall not discriminate in any way on the grounds of race, creed, ethnicity, gender, religion and political or other opinion.

19.3 The Board of Directors shall not be required to assign a reason for any refusal of an application for Membership.

19.4 Applicants for Membership approved by the Board of Directors shall not be admitted to Membership and granted the rights and privileges attached thereto unless they have registered as directed no later than the date falling one year prior to the AGM.

20 Classes of Membership

20.1 Members are divided into two categories being voting and non-voting Members.

20.2 Voting Members:

20.2.1 Full Members:

20.2.1.1 Shall consist of Instructors of any existing or newly formed school that has applied to become a member of the ITF Scotland, and has been voted to full membership of the Federation by a majority of Directors present and voting at any properly convened Board meeting.

20.2.1.2 They must be fully paid up members of the Federation.

20.2.1.3 Each full member 18 years or older is entitled to vote at General Meetings of the Federation if they have held a plaque for more than one year. A full member need not previously have been a Provisional Member.

20.3 Non-voting Members

20.3.1 Provisional Members

Shall be individuals practicing Taekwon-Do in Scotland and seeking Full Membership of ITFS in accordance with these Articles. The Board of Directors may impose such conditions or restrictions on Provisional Members as they shall deem necessary. The criteria for Provisional Member status which will be considered by the Directors may include:

20.3.1.1 completed application form for Full Membership;

20.3.1.2 part of a school with a constitution not inconsistent with these Articles;

20.3.1.3 part of a school with objects consistent with those of ITFS;

20.3.1.4 conformance with ITFS's ethical codes;

20.3.2 Temporary Members

20.3.2.1 Temporary members shall be persons who are not members of the Federation, but are connected or related to Federation's license holders (parents, spouses, relations, etc) practising at a Full or Provisional membership school, who attend events organised or sponsored by the Federation by paying an entrance fee. The said fee will entitle them to a temporary membership

20.3.3 Clubs/Associations and Schools

20.3.3.1 Criteria for affiliation can be found in the Bye Laws

20.4 ITFS shall maintain a Register of Members in accordance with the Act.

21 Termination of Membership

21.1 A Member may withdraw from Membership of ITFS by giving One month's notice to ITFS in writing.

21.2 A person's Membership terminates when that person withdraws, dies or ceases to exist.

21.3 To the extent that subscriptions are introduced by ITFS at any time after the date of adoption of these Articles, any Member who has not paid the appropriate subscription by 30 days after the due date in any financial year shall be deemed to have resigned from ITFS with effect from that date.

21.4 Any Member who resigns from Membership or whose Membership is withdrawn by the Board of Directors shall not receive any refund of any subscription paid to ITFS without prejudice to any outstanding claims by ITFS against such Member, to the extent that subscriptions are introduced by ITFS at any time after the date of adoption of these Articles.

21.5 Membership is not transferable.

21.6 The Board of Directors shall have, on the delivery of evidence of cause and in accordance with the rules of natural justice, the authority to expel any Member in terms of this article with the right of appeal to any such Member set out in the Rules.

22 Member obligations

22.1 The rules of the Martial Art according to all represented groups and the decisions of the Board of Directors on all doubtful and disputed points arising in connection with them, the rules made or published under the authority granted in these Articles (the "**Rules**") and the regulation of the management of events shall be binding on ITFS, all Members and affiliated associations and individuals in Scotland.

22.2 All Members set out in article 20 above shall be required to cooperate in the enforcement of the Rules and to adhere to the Rules and further to require clubs or associations in their membership to adhere to the Rules and to obtain the consent of their Individual Members to this jurisdiction and to ensure that individuals adhere to the Rules.

22.3 Any club or individual affiliated to a Full or Provisional Member of ITFS which is not a shall ipso facto be recognised as being indirectly affiliated to ITFS and the Member thereof will thus be deemed to accept the Rules made or published under the authority granted in these Articles.

22.4 Full Members, Provisional Members, Temporary Members and any applicants for Membership shall be responsible for ensuring that their individual members, clubs associations or groups or bodies shall have appropriate insurance cover for their activities and Individual Members shall ensure that they have appropriate insurance cover for their activities and ITFS shall not be liable in any way for claims arising from such activities.

23 Breakaways and transfers

23.1 Any club, association, group or body being or have been expelled or breaking away from a Member of ITFS may be considered for Membership of ITFS provided they satisfy the provisions of article 20.

23.2 If the breakaway club, association, group or body seeking Membership was affiliated to ITFS within two years prior to the date of application, the consent of the previous Member (which remains in current Membership of ITFS) shall be sought but the absence of such consent shall not preclude application progressing.

- 23.3 Members may not accept into Membership any expelled or breakaway club, association, group or body of another Member without the written consent of that Member or until the Board of Directors has made a determination.
- 23.4 A transfer of Membership between current Members of ITFS and an approval of the transfer of the transfer by the Board of Directors, may only occur provided that the transferring Member obtains the consent of the Member to which it previously belonged and:
- 23.4.1 in the event that no consent is forthcoming and at the request of the applicant, the Board of Directors shall be empowered to make a decision on the disputed application following an investigation of facts;
 - 23.4.2 an individual shall be appointed by the Board of Directors who is considered to be impartial and competent to undertake such an investigation; and
 - 23.4.3 in the event that the Board of Directors does not support the application, no further application by the same applicant can be accepted for a minimum period of twelve months.

PART 4, DECISION MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

24 General meetings

- 24.1 All general meetings of ITFS other than the Annual General Meeting shall be called general meetings.
- 24.2 A General Meeting may be called by either a resolution of the Board of Directors or the submission of a written report to the Secretary General signed on behalf of a minimum of 25% of Full Members. Any such written request shall be sent to the Secretary General by Recorded Delivery and copied to the same Secretary General electronically.
- 24.3 Any such General Meeting shall be convened on a date to be determined by the Board of Directors which is not less than 28 days after a Board resolution for a General Meeting or the receipt of the written request from the Secretary General of at least 25% of the Full Members. Written notice of the meeting with a clear statement of the date, time, place of the meeting, the resolution(s) to be considered and a copy of any relevant written reports shall be sent by the Secretary General to all Full Members and Provisional Members not less than 21 days before the proposed date of the meeting.
- 24.4 Only business specified in the notice calling the General Meeting shall be considered.

25 Quorum for general meetings

No business shall be transacted at any General Meeting unless a minimum of 35% of all Full Members and four Directors (who shall form a quorum) are validly present to vote in person or by proxy.

26 Chairing a general meeting

- 26.1 If the Directors have appointed a chairperson, the chairperson shall chair general meetings if present and willing to do so.
- 26.2 If the Directors have not appointed a chairperson, or if the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 26.2.1 the Directors present; or
 - 26.2.2 (if no Directors are present), the meeting,

must appoint a Director or Member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

27 Attendance and speaking by directors and non-Members

- 27.1 Directors may attend and speak at general meetings, whether or not they are Members.
- 27.2 The Chairperson of the meeting may permit other persons who are not:
- 27.2.1 Members; or
 - 27.2.2 otherwise entitled to exercise the rights of Members in relation to general meeting,
- to attend and speak at a general meeting.

28 Adjournment

- 28.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not form a quorum, or if during a meeting the quorum ceases to be present, the meeting shall be dissolved and, in any other case, the chairperson of the meeting must adjourn it.
- 28.2 The Chairperson of the meeting may adjourn a general meeting at which a quorum was present if:
- 28.2.1 if the meeting consents to the adjournment; or

- 28.2.2 it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 28.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 28.4 When adjourning a general meeting, the chairperson must:
- 28.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
- 28.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 28.5 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 28.5.1 to the same persons to whom notice of ITFS's general meetings is required to be given; and
- 28.5.2 specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.
- 28.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

29 Voting: general

- 29.1 Only Full Members who have fulfilled the requirements regarding voting as laid out in the Articles may vote at General Meetings.
- 29.2 Each Full Member will be entitled to one vote on a show of hands, on a poll or on any resolution proposed as a written resolution.
- 29.3 A resolution put to the vote at a Members' meeting will be decided by a show of hands, unless a poll is demanded by and Full Member present via a representative nominate pursuant to article 31.4 (or by proxy). Subject to the Act, at any general meeting every Full Member who is present via a representative nominated pursuant to article 31.4 (or by proxy) shall on a show of hands have one vote and every Full Member present via a representative nominated pursuant to article 31.4 (or by proxy) shall on a poll have the number of votes allocated to that Full Member in accordance with article 31.2. In the event of an equality of votes, the chairperson shall have a casting vote.
- 29.4 Each Full Member can nominate 2 full members to speak on their behalf at any general meeting.
- 29.5 Full Members shall deliver a signed letter to ITFS naming the Full Member voting and other representatives before the start of any General Meeting.
- 29.6 Provisional Members may appoint a representative to attend General Meetings of ITFS but that representative shall not be entitled to speak, vote or propose or second motions.
- 29.7 Provisional Members shall deliver a signed letter to ITFS naming them as a representative of the Provisional Member before the start of the General Meeting.
- 29.8 Where a Special Resolution is required the resolution shall be approved only if supported by not less than three quarters of the valid votes cast. The Chairperson of the General meetings will have the casting vote.
- 29.9 All Full Members, Provisional Members and Club Members must send a verified list of their registered member numbers to the Secretary General no later than six weeks before the general meeting so that the appropriate vote allocation can be made.
- 29.10 The Board of Directors must inform Full Members of their voting allocation prior to the meeting.

- 29.11 In the event that a Full Member has not complied with the terms of this article by four weeks before the general meeting then they shall not (unless otherwise determined by the Board of Directors) be entitled to vote at the General Meeting in that year.
- 29.12 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
- 29.13 Full, Provisional, Club and Individual Members shall inform the Executive Officer of any changes of Address or personal details used for correspondence purposes as soon as reasonably practicable after such change occurs.
- 29.14 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- 29.15 The Board of Directors must review the voting structure set out in this article 29 on a regular basis, with no longer than 24 months between each review.
- 29.16 Any proposed revisions to the voting structure set out in this article 29 must be passed by way of special resolution at a General Meeting of ITFS.

30 Poll votes

- 30.1 A poll on a resolution may be demanded:
- 30.1.1 in advance of a general meeting where it is to be put to a vote; or
 - 30.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 30.2 A poll on a resolution may be demanded by:
- 30.2.1 the chairperson of the meeting;
 - 30.2.2 the Directors;
 - 30.2.3 any qualifying person (as defined in section 318 of the Companies Act 2006) present and entitled to vote on the resolution.
- 30.3 A demand for a poll may be withdrawn if:
- 30.3.1 the poll has not yet been taken; and
 - 30.3.2 the chairperson of the meeting consents to the withdrawal.
- 30.4 A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 30.5 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

31 Content of proxy notices

- 31.1 Members shall be entitled to appoint a proxy to attend and vote at General Meetings in accordance with the provisions of the 2006 Act.
- 31.2 The appointment of a proxy shall be Executed by or on behalf of the appointer and shall be in the form approved by the Directors ("Proxy Notice").
- 31.3 The appointment of a proxy and any authority under which it is Executed or a copy of such authority certified notarily or in some other way approved by the Directors may:
- 31.3.1 In the case of an Instrument in Writing being deposited at the registered Office or at such other place in the United Kingdom as is specified in the notice convening the meeting or in any Instrument of proxy sent out by ITFS in relation to the meeting not less than 48 hours before the time for

holding the meeting or adjourned meeting at which the person named in the Instrument proposes to vote; or

31.3.2 In the case of an appointment contained in an electronic communication, where an Address has been specified for the purpose of receiving electronic communications; (1) in the notice convening the meeting (2) or in any Instrument of proxy sent out by ITFS in relation to the meeting; (3) or in any invitation contained in an electronic communication to appoint a proxy issued by ITFS in relation to the meetings, be received at such an Address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

31.4 ITFS may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

31.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolution, but ITFS shall not be obliged to ascertain that any proxy has complied with those or any other instructions given by the appointing Full Member and no decision on any resolution shall be vitiated by reason only that any proxy has not done so.

32 Amendments to resolutions

32.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:

32.1.1 notice of the proposed amendment is given to ITFS in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 7 days before the meeting it to take place (or such later time as the chairperson of the meeting may determine); and

32.1.2 the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

32.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:

32.2.1 The chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

32.2.2 The amendment does not go beyond what is necessary to correct the grammatical or other non-substantive error in the resolution.

32.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

33 Notices

33.1 Any notice to be given to or by any person in agreement with these Articles shall be in Writing except that a notice calling a meeting of the Directors need not be in Writing.

33.2 ITFS may give notice or provide any other Document to a Member either:

33.2.1 personally; or

33.2.2 by sending it by post in a prepaid envelope addressed to the Member at a registered Address; or

33.2.3 by leaving it at that Address; or

33.2.4 by electronic notification to an Address notified by the Member to ITFS.

33.3 Any notice or other Document sent or supplied by ITFS shall be deemed to have been received by the intended recipient:

33.3.1 where delivered personally or left at that Address, on the day (whether or not a working day) and time that it was delivered personally or left at that Address; or

33.3.2 where properly addressed and posted in a prepaid envelope, 48 hours after posting; or

33.3.3 where sent by electronic means, on the day (whether or not a working day) and time that it was sent and proof that it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was sent.

33.4 This article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

33.5 A Member present at any meeting of ITFS shall be deemed to have received notice of the meeting and, where required, the purposes for which it was called.

34 Misconduct and discipline

34.1 The following may amount to misconduct and may give rise to disciplinary action by or on behalf of the Board of Directors:

34.1.1 a breach of the rules of the Martial Art;

34.1.2 a breach of these Articles or any of the Rules and in particular the areas of good practice set out in article 3.4.7;

34.1.3 an anti-doping rule violation as the same is defined under the International Olympic Committee and/or may be defined by the UKAD or World Anti-Doping Agency (WADA);

34.1.4 a breach of any of ITFS's rules governing players;

34.1.5 a breach of any of the conditions of ITFS's code of conduct for coaches;

34.1.6 a breach of any codes of conduct or ethics adopted by ITFS and published;

34.1.7 any conduct, act or omission which in the view of the Board of Directors or the appropriate Committee is or was deemed to be detrimental to the interests of the Martial Art; and

34.1.8 breaches of good practice as detailed in byelaws, policies & procedures which the Board of Directors determines bring the Martial Art into disrepute.

34.2 The Board of Directors shall have the power to prohibit any act or practice by Members, associations, clubs, groups and other organisations or individuals under the jurisdiction of ITFS which in the opinion of the Board of Directors is or was detrimental to the interests of the Martial Art and to inflict proportionate penalties on any Member or individual for any misconduct as defined in the article 34.1 and in particular shall have powers to delegate to a disciplinary committee, the powers of the Board of Directors to deal with discipline in terms of this article in accordance with any disciplinary rules published by ITFS.

34.3 All Members (including those members of any club or organisation indirectly affiliated through an association or another body and the members thereof), together with all Directors, coaches, referees, officials or adult helpers shall be bound to observe the Rules made or published under the authority granted in these Articles and all other applicable rules of the Martial Art.

34.4 Any decision relating to any disciplinary matter must be intimated to the relevant party by the Board of Directors following the notice procedure set out in article 34.

34.5 The relevant party shall have the right to refer such matter to ITFS's disciplinary committee in accordance with the disciplinary rules and procedures published by ITFS.

35 Directors' indemnity and insurance

35.1 Subject to article 35.2 (but without prejudice to any indemnity to which a Director may otherwise be entitled),

35.1.1 every Director or other officer of ITFS shall be indemnified out of the assets of ITFS to whatever extent the Directors may determine against:

35.1.1.1 all losses or liabilities incurred by that officer which he or she may sustain or incur as a Relevant Officer in the actual or purported execution and/or discharge of his/her duties carried out in good faith. This includes any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment is given in his or her favour or in

which he or she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty. Or in connection with any application in which relief is granted to him or her by the Court. And no Director or other officer shall be liable for any loss, damage or misfortune which happens to or be incurred by ITFS in the execution of his or her office in good faith; and

35.1.1.2 ITFS may provide any Relevant Officer with funds to meet expenditure incurred or to be incurred by him/her in connection with any proceedings or application referred to in article 36.1.1.1 and otherwise may take any action to enable such Relevant Officer to avoid incurring such expenditure.

35.2 This article does not authorise any indemnity that would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

35.3 The Directors may decide to purchase and maintain insurance, at the expense of ITFS, for the benefit of any Relevant Officer in respect of any relevant loss.

35.4 In this article:

35.4.1 A “**relevant loss**” means any loss or liability which has been or may be incurred by a Relevant Officer in connection with that Relevant Officer’s duties or powers in relation to ITFS; and

35.4.2 A “**Relevant Officer**” means any Director or other officer or former Director or other officer of ITFS (but excluding in each case any person engaged by ITFS as auditor (whether or not he/she is also a Director or other officer), to the extent he/she acts in his capacity as auditor).