



Taekwondo Australia Limited

ACN 139 237 522

By-Law

Strategic Planning and Review Sub-Committee

Enacted 16 April 2011

Board Meeting Number 43

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TAEKWONDO AUSTRALIA LTD

ACN 139 237 522

("Company")

Written Resolution of the Board

in accordance with Clause 28.3(a) of the Company's Constitution

We the undersigned, being directors of the Company entitled to vote on resolutions are hereby executing this Written Resolution in favour of the resolutions set out below:

CURRENT BOARD MEMBERS Hassan Iskandar, Robert James Ferguson, Lydia Zakkas, John, Herbert Redgrove, Gregory Michael Griffin, Ivan Haschynski, Danijel Crkvencic and Arfaras Agapitos

1. BACKGROUND 3.1 To improve governance and ensure that the Board has proper oversight of the health and direction of the Company, the Board establishes the Strategic Planning and Review Sub-Committee in accordance with Rule 33.1.

2. ROLE 3.1 Develop and recommend to the Board the overall strategic direction for the Company.
3.2 Monitor progress of the Strategic Plan and review outcomes as basis for determining new strategies.
3.3 Ensure that Company directions are consistent with the Strategic Plan.

3. DELEGATED FUNCTIONS 3.1 Assist the Board in formulating, advancing and communicating a vision for the future of the Company.
3.2 Establish the strategic priorities that signal important targets or areas for the Company to focus on.
3.3 Set measurable goals for each priority in order to track progress and assess effectiveness.
3.4 Oversee the development of the Company's strategic and annual Business Plans.
3.5 Provide feedback and counsel with respect to committees' goals being aligned with those of the Company.
3.6 Monitor the implementation plans to ensure that they are realised and targets met.
3.7 Conduct annual reviews of the strategic progress as the basis for setting new strategies.
3.8 Work with the Finance, Audit and Risk Management Sub-Committee to ensure a rational linkage between strategic priorities and financial planning and budgeting.
3.9 All other Delegated Functions shall be in accordance with Rule 33.3, 33.4 and 33.5.

4. MEMBERSHIP 4.1 The Sub-Committee shall consist of the following office holders on appointment by the Board:
4.2 Three Board Directors comprising two Elected Director and one Appointed Director from whom the Sub-Committee shall elect the chair.
4.2 The Chief Executive Officer.
4.3 The Board or the Sub-Committee may appoint other members from time to time who have particular expertise in strategic and business planning. Such appointments shall have no voting rights on the sub-committee.

5. TERM OF APPOINTMENT

- 5.1 To ensure continuity, the terms of the Elected and Appointed Directors shall overlap.
- 5.2 The terms of the other members appointed by either the Board or the Sub-Committee shall be for such terms that the Board or Sub-Committee see fit.

6. RESOLUTION

- 6.1 The Board (by majority) resolve to exercise its powers under Rule 34.1 of the Company's Constitution to formulate a new By-Law as follows:

To work in conjunction with the Board and in accordance with Rule 33.1, a Strategic Planning and Review Sub-Committee will be established.