

CONSTITUTION OF SHOTOCANADA

1. The name of the Society is ShotoCanada Association.
2. The purposes of the Society are:
 - (a) to teach and coach Shotokan Karate Do and applied physical martial arts;
 - (b) to teach physical culture generally;
 - (c) to promote the principles and teachings of the art of karate and to work towards the advancement of karate in conjunction with other similar groups in Canada, and throughout the world;
 - (d) to promote the growth of ShotoCanada;
 - (e) to arrange matches, contests and competitions relating to karate and to offer or grant or contribute towards the awarding of prizes, awards and distinctions;
 - (f) to provide financial support and/or assistance for athletes who take part in karate competitions;
 - (g) to purchase, take on lease, hire or otherwise acquire and to hold lands or buildings or any interest therein in the furtherance of such objectives including the provision of a club house or training centre and other conveniences for the members of the Society and others to equip, furnish and maintain the same, however the Society will not operate a social club.

BY-LAWS

1. MEMBERSHIP

- 1.1 The membership shall consist of the subscribers of the Constitution and By-laws and of such other individuals and of such societies, organizations and other associations with similar objects as the Society as are admitted as members by the Board of Directors.
- 1.2 Qualifications for membership in ShotoCanada shall be:
 - 1.2.1 no person shall be a voting member of the Society unless he or she is over 16 years of age;
 - 1.2.2 the applicant must be a Canadian citizen or resident of Canada for more than six months;
 - 1.2.3 the applicant shall not have been convicted of any criminal offence (subject to 1.2.4 hereof), and be of good moral character;
 - 1.2.4 any person applying for membership, even though convicted of a criminal offence, may become a member in good standing if the application is approved by the Board of Directors;
 - 1.2.5 any member convicted of a criminal offence may remain a member in good standing with the approval of the Board of Directors.

1.3 Types of Membership

1.3.1 *Regular Membership*

Regular members must hold a black belt degree approved and accepted by ShotoCanada. An applicant for regular membership must present upon request of the Board of Directors certification of his or her *bona fide* qualification and pay the membership fee for one year in advance at the time of his or her acceptance into the Society. Each regular member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Society, providing that such member is over 16 years of age. All members may vote through a duly authorized proxy. Each regular member shall promptly be informed by the Secretary of his or her admission as a regular member.

1.3.2 *Associate Membership*

Associate members shall be persons studying and practising Karate and not having qualified for black belt degree as required for regular membership. Applicants for associate membership must pay the membership fee for one year in advance. All associate members may attend all general and special meetings and be entitled to a vote, but not until they have been associate members in

good standing for at least six calendar months, and provided that they over 16 years of age. An associate member, once he is qualified for and is accepted to regular membership, will be immediately granted regular membership rights and privileges.

1.3.3 *Honorary Membership*

Honorary members shall be those persons and entities as may be decided upon from time to time by the Board of Directors. They shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of the Society; they shall not participate in any distribution of the property of the Society upon dissolution of the Society.

1.3.4 *Club Membership*

- (a) Club memberships shall be clubs approved and accepted by ShotoCanada;
- (b) An applicant for club membership ("pending club applicant") must pay the membership fee for one full year in advance at the time of his acceptance into the Society, and the pending club applicant's membership shall be on a trial basis for one calendar year from the date of such acceptance before such applicant is finally admitted as a club member;
- (c) The pending club applicant's membership may be rejected in the absolute discretion of the Board of Directors on the following grounds, namely:
 - (i) if the pending club applicant fails or neglects to abide by the constitution or by-laws herein or any rules or regulations, orders, directives or instructions from time to time promulgated by the Board of Directors;
 - (ii) if the pending club applicant interfered in the internal affairs of any other club member or pending club applicant; or
 - (iii) if a pending club applicant fails or neglects to abide by the rules for the conduct of karate tournaments from time to time promulgated by the Board of Directors;
- (d) provided always that the said trial basis for one calendar year may be extended by the Board of Directors in its absolute discretion for one further calendar year but no further;
- (e) such club memberships shall not be entitled to vote;
- (f) each club membership shall be notified promptly by the Secretary of its admission as a regular member.

1.3.5 *Resignation and Expulsion of Members*

- (a) any member may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation the member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to acceptance of his resignation;
- (b) all members are in good standing except a member who has failed to pay his membership fees or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid;
- (c) a member may be expelled by majority vote of the Board of Directors on the following grounds:
 - (i) non-payment of membership fees;
 - (ii) any contravention of the rules and by-laws of the ShotoCanada as judged by the Board of Directors.
 - (iii) if any member has become guilty of a crime or offence involving moral turpitude:
 - (iv) if any member participates in any unnecessary brawl or other form of fighting, or uses Karate other than for self-defence, sport, demonstration or teaching purposes.

2. ANNUAL GENERAL MEETINGS: SPECIAL MEETINGS: QUORUM AND VOTING RIGHTS

- 2.1 The Annual General Meeting of the Society shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
- 2.2 At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected for the ensuing year. Auditors may be appointed at every annual general meeting.
- 2.3 A general or special meeting of the Society may be called by the majority of Directors for the transaction of such business as may be properly brought before a general or special meeting of the Society, provided that not less than 14 days' notice of the time and place of such meeting shall be given to all members, and provided that, in addition to the Annual General Meeting, at least one general meeting may be convened in every calendar year.
- 2.4 Whenever under the provision of these by-laws of the Society notice is required to be given, such notice may be given personally or by depositing same in a post office or a public letter box in a post-paid, sealed envelope addressed to the Director, Officer or member at his address as the same appears on the books of the Society. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purpose of sending any notice the address of any member, Director or Officer shall be his last address as recorded on the books of the Society.
- 2.5 No error or omission in giving notice of any Annual General Meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 2.6 A quorum for the transaction of business at any meeting of members shall consist of not less than 3 members present in person or represented by proxy provided that in no case can any meeting be held unless there are 3 members present in person.

Each regular and associate member of the Society shall at all meetings of the Society be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting must produce and deposit with the Secretary sufficient appointment in writing from his appointer or appointers. No member shall be entitled either in person or by proxy to vote at meetings of the Society unless he has paid all dues or fees, if any, then payable by him.

At all meetings of the Society every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Society, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the Society in a general meeting upon the matter in question. Questions must receive 50% plus one (1) of the votes cast in order to pass.

- 2.7 No member shall be entitled to vote at any meeting unless all subscriptions presently payable by him in respect of his membership in the Society have been paid in full.

3. DIRECTORS AND OTHER OFFICERS

- 3.1 The affairs of the Society shall be managed by a Board of Directors, each of whom at the time of his election and throughout his term of office shall be a member of the Society. There shall be no less than five Directors at any one time.

3.1.1 At the first Annual General Meeting of the Society all of the Directors for the time being shall retire from office.

3.1.2 At the first Annual General Meeting the Directors will be elected for a two year term, unless earlier removed from office pursuant to these By-laws.

3.1.3 All Directors will retire at the Annual General Meeting held in the year of the expiration of their term of office, but any retiring Director shall be eligible for re-election.

- 3.2 The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and all such other acts and things as the Society is by its Constitution or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, and from time to time, to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other

securities, lands, buildings and/or other property, moveable or immovable, real or personal or any right or interest therein owned by the Society for such consideration and upon such terms and conditions as they may deem advisable.

- 3.3 If any member of the Board of Directors shall resign his office, or without reasonable excuse absent him or herself from three or more Directors' Meetings or be suspended or expelled from the Society, the Directors shall declare his or her office vacated and may appoint a successor in his place to hold office until the next Annual General Meeting.
- 3.4 Directors' Meetings may be held at such times and at such places as the Directors may from time to time determine. A meeting of the Directors may be convened by the President or any two Directors at any time. Notice of such meeting shall be communicated to each Director not less than fourteen days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided that meetings of the Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director.
- A majority of the Directors shall form a quorum for the transaction of business and questions arising at any meeting of Directors shall be decided by fifty percent (50%) plus one (1) of votes cast.
- 3.5 No member of the Board of Directors shall receive any remuneration from the Society for services rendered as a member of the Board of Directors of the Society.
- 3.6 Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses are occasioned by his own willful neglect or default.
- 3.7 The members may by special resolution remove a Director or an Officer before the expiration of his term of office, and may elect a successor to complete the term of office.
- 3.8 There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of

Directors may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. All officers shall be elected for two year terms by the members from among their number at the first meeting of the Society, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Society shall be members of the Board and the employment of all officers shall be settled from time to time by the Board. Officers shall be subject to removal by resolution of the board of directors at any time. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

- 3.9 The President, shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President with the Secretary or the officer appointed by the Board for the purpose shall sign all resolutions. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.
- 3.10 The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Society. He shall also perform such other duties as may from time to time be determined by the Board of Directors.
- 3.11 The Secretary shall be *ex officio* clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for the purpose. He shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.
- 3.12 Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the president or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Society to such instruments as require the same.

Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the President, Vice-President, Treasurer or by any person authorized by the Board.

The President, Vice-President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Society transfers of shares, bonds or other securities from time to time transferred to the Society, and may affix the common seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the common seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in these By-laws of the Society, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons who will execute the obligations of the Society.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

4. BORROWING

For the purpose of carrying out the purposes of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issue of debentures; provided debentures shall not be issued without the sanction of special resolution of the Society.

5. AUDITS OF ACCOUNTS

- 5.1 An auditor will be appointed by the directors to audit the books and prepare a report for members at the annual general meeting.
- 5.2 A Director, manager, officer, or any employee of the Society, and any person who is a partner employer or employee of any of the aforesaid, or a member of the immediate family of the aforesaid, shall not be capable of being appointed auditor of the Society.
- 5.3 The auditors shall make a report to the members and Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any annual meeting during their tenure of office, and the report shall state:
 - 5.3.1 whether or not they have obtained all the information and explanations they have required; and
 - 5.3.2 whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.

Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and Officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor.

The auditors of the Society are entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts. The rights and duties of an auditor of the Society shall extend back to the date up to which the last audit of the Society's books accounts, and vouchers was made, or, where no audit has been made, to the date on which the Society was incorporated.

6. CUSTODY AND USE OF THE SEAL OF THE SOCIETY

The common seal of the Society shall be in the custody of the Secretary of the Society and the

seal shall not be altered or added to except by an extraordinary resolution of the Society and the Secretary shall affix the seal of the Society to such instruments as require same.

7. ALTERATION OF BY-LAWS

The by-laws of the Society shall not be altered or added to except by a special resolution of the society.

For all purposes of the Society, “special resolution” shall mean a resolution passed by a majority of not less than 75% of such members entitled to vote who are present in person or by proxy (where proxies are allowed) at a general meeting of which 14 days’ notice specifying the intention to propose the resolution as a special resolution has been duly given.

No repeal or amendment shall be enforced or acted upon until it has received the approval of the Minister of Industry

8. PREPARATION AND CUSTODY OF MINUTES OF PROCEEDINGS

8.1 The Secretary or some other Officer specially charged by the Board of Directors with that duty shall maintain and have charge of the minute books of the Society and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and Directors. The Secretary or some other Officer specially charged by the Board of Directors with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:

- 8.1.1 a copy of the Constitution of the Society and any special resolutions altering or adding to the same, and a copy of the By-laws of the Society and any special resolutions altering or adding thereto;
- 8.1.2 copies or originals of all documents, registers and resolutions as required by law;
- 8.1.3 all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditures takes place;
- 8.1.4 all revenues and purchases by the Society;
- 8.1.5 the assets and liabilities of the Society;
- 8.1.6 all other transactions affecting the financial position of the Society.

9. INSPECTION OF BOOKS AND RECORDS OF THE SOCIETY

The Directors shall from time to time determine whether and to what extent and at what times

and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.

10. DISSOLUTION

The membership may, by a majority vote at the Annual General Meeting or a meeting called for that purpose (Sec. 2.3), dissolve the Society. Any funds and property held by the Society as of at the date of the vote to dissolve shall be divided among the member clubs proportionate to the number of paid regular and associate members in each club.

11. GENERAL

Wherever the masculine gender is used herein it shall be construed to imply the feminine gender, and the singular shall be construed to imply the plural, where the context requires.

DATED in _____ this _____
(city) (day/month/year)

Witness

Applicants for Incorporation

Signature_____

Signature_____

Full Name_____

Full Name_____

Resident Address

Resident Address

Witness

Applicants for Incorporation

Signature_____

Signature_____

Full Name_____

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Full Name_____

Resident Address

