

Karate
Newfoundland & Labrador Inc.

Constitution

As amended 29 April 2018

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General

1.1 Name

The incorporated name of the corporation is Karate Newfoundland & Labrador Inc., hereinafter referred to as the “Corporation”.

1.2 Purpose and Object

The purpose and objects of Karate Newfoundland & Labrador Inc. are:

- (i) promote and perpetuate karate as a martial art and as a lifetime activity;
- (ii) promote karate for physical fitness, mental fitness and as a way of life;
- (iii) develop standards, programs and encourage participants to safely achieve their potential level of recreational or competitive interest and ability;
- (iv) provide competitive opportunities for *karate-ka* wishing to participate in the sport aspect of karate;
- (v) govern the amateur sport of karate and the conduct of karate-ka under its jurisdiction;
- (vi) represent the Province of Newfoundland and Labrador as the provincial branch of Karate Canada
- (vii) cooperate with and adhere to sport guidelines as established from time to time by the Department of Children, Seniors, and Social Development of the Province of Newfoundland and Labrador, or as otherwise established by the Government of Newfoundland and Labrador.

1.3 Registered Office

The registered office of the Corporation shall be at such place as the Board of Directors may from time to time decide.

Board of Directors

2.1 Board of Directors

The Board of Directors, referred to in this Constitution as the “Board”, is composed of elected officers and directors who shall meet regularly and manage the Corporation’s affairs. Between annual general meetings or general meetings, the Board shall be the governing body of the Corporation.

Officers

3.1 Officers

The Officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time determine.

3.2 Duties of Officers

President – subject to the authority of the Board, the President shall be Chief Executive Officer and be charged with the general management and supervision of the affairs and operation of the Corporation. The President shall preside at all meetings of the Board, the annual general meetings and general meetings, unless the President designates another to chair such meeting. The President shall preside and maintain order and decorum and may limit debate or discussion.

Vice-President – the Vice-President shall assist the President and, in the absence, or incapacity of the President, shall preside and perform the duties of that office, and such additional duties as directed by the Board.

Secretary – the Secretary shall attend and be responsible for recording the minutes of all Board meetings, annual general meetings and general meetings, and shall publish them to the Board and others as directed by the Board. In the absence of the President and Vice-President, the Secretary shall call the meeting to order and preside over it.

Treasurer – the Treasurer shall keep full and accurate accounts of all receipts and disbursements, and deposit all monies in the name of, or to the credit of, the Corporation. The Treasurer shall render to the Board at its regular meetings, and to the membership at the annual general meetings, an up-to-date account of same.

3.3 Term of Office

Officers shall be elected by the Board every two years, at each second annual general meeting, and shall hold office until the next election.

Directors

4.1 Directors

There shall be seven voting Directors elected to the board including the President, Vice President, Secretary, and Treasurer by the membership of the Corporation at each second annual general meeting, and the seven Voting Directors shall hold

office until the next appointment. This biannual appointment will alternate with the election of Officers, not being coincident with it.

4.2 Duties of Directors

The voting directors, together with the Officers, shall manage the affairs of the Corporation. The Board shall designate from among them or from any non-voting, appointed Directors, one or more to serve as Directors with responsibility for the following: membership, tournaments, junior development committees, or other specific responsibilities as designated from to time by the Board.

4.3 Non-Voting Directors

The Board may appoint additional persons as non-voting Directors with the same rights and responsibilities as voting Directors except for the right to vote at Board meetings. Appointments may be made to utilize volunteer resources.

4.4 Term of Directors

Voting directors shall be elected and serve as provided under Article 4.1. non-voting Directors shall hold office from the time of appointment until the next election of Officers or at the discretion of the Board.

Committees

5.1 Standing Committees

Permanent committees may be established with designated responsibilities. At all times, committees, and any subcommittees, are subject to and shall report to the Board. The President is ex officio a voting member of every committee. Membership on any committee is solely by appointment of, and subject to the removal of, the Board.

5.2 Coaching Committees

There shall be a permanent coaching committee, comprised of the coach, who shall chair it, and such assistants as may be required. The committee shall identify prospective adult and junior athletes and encourage training and competition opportunities. The committee shall assist in the annual selection of the provincial team and be responsible for its training, organization, travel and discipline.

5.3 Officials Committee

There shall be a permanent committee to oversee training and certification of officials in the province. The committee shall encourage training and

development of officials in the province. This committee will also develop training programs to ensure the teaching and implementation of the rules.

5.4 Tournament Committee

There shall be a permanent committee to oversee the planning and organizing of each provincial tournament.

Elections

6.1 Election and Qualification of Directors and Officers

Candidates must be present at the meeting in which elections are to be held in order to be nominated. In circumstances of extreme necessity, the Board may, but is not bound to, waive this condition. Four Officers including the President, Vice President, Secretary, and Treasurer shall be elected by closed, written ballot. If only one is nominated for any position, such person shall be declared elected by acclamation without the holding of a vote. The order of election shall be President, Vice-President, Secretary, Treasurer. Except as provided in Article 6.4 herein, any member in good standing, regardless of kyu or black belt rank, is eligible for any elected position on the board.

6.2 Resignation or Absence from the Board

Any member of the Board may voluntarily resign. Any member absent from three consecutive Board meetings, or four meetings within the term of office, or who fails annual registration or whose club defaults in registration, is deemed to have tendered a resignation, which the Board may accept. For the purposes of this Article 6.2, an annual general meeting or general meeting is included in calculating absence from a meeting. The Board by simple majority of those present and voting, shall determine whether to accept the resignation. Any vote not to accept the resignation does not preclude the Board subsequently voting to accept the resignation if there is any further absence.

6.3 Removal from the Board

Any board member may be removed for just cause, including conflict of interest. Removal for cause may be by simple majority vote of those present and voting at a Board meeting, which is valid unless reversed by an annual general meeting, or a general meeting convened pursuant to Article 7.3.

6.4 Filling Vacancy on the Board

If the office of President becomes vacant, the Vice-President shall assume the duties of that Office. Any vacancy in the office of Vice-President, Secretary,

Treasurer or other office shall be filled by simple majority election by the members of the previous board of directors or, failing that, from the general membership. The vacancy shall remain filled by that candidate until the next election of Officers.

6.5 Appointment of Non-Voting Directors

Non-voting Directors may be appointed as provided in Article 4.3. They are not chosen by election but by the Board at, or subsequent to, an annual general meeting or general meeting.

6.6 Resignation, Absence or Removal of Director

A Director, voting or non-voting, may resign. The provisions of articles 6.2 and 6.3 apply to all directors, as if repeated here.

6.7 Filling Vacancy among Directors

The Board by simple majority of those present and voting may appoint from the general membership any qualified person to fill any vacancy among the Directors, until the next appropriate annual general meeting.

Meetings

7.1 Board of Directors

The Board shall meet regularly at such place as it may from time to time determine. At each meeting, it shall fix in advance the date and time of at least the next meeting, unless same cannot reasonably be done, in which case the Secretary or President shall be responsible for notifying the Board of the date and time. A Board meeting may be held immediately following an annual general meeting or if not, within 90 days thereafter.

7.2 Annual General Meeting

The annual general meeting shall be held at the time and place the Board see fit and within 30 days of the Provincial Championships, wherever that shall be. The meeting shall review the affairs of the Corporation since the last general meeting, hear and receive the Board's reports, hold election or appointment of Officers and Directors, and transact such other business as may properly be brought before it.

7.3 General Meeting

A general meeting of the membership may be called when in the opinion of the board there shall be such business to transact as calls for the meeting. A meeting

shall be held within 90 days of the Board receiving written notice to call a meeting, signed by not less than 20 registered members in total, in good standing, representing at least 3 clubs in good standing, which written notice shall specify the business requested to be transacted and only such business may be transacted. Upon receiving such written notice, the Board shall give notice to all registered clubs of the time, date and place of the meeting.

7.4 Members Entitled to be Present

Meetings of the Board are open to all registered members in good standing, but at the discretion of the Board such meetings may be closed. Except for Directors and Officers, members may not participate in meetings of the Board unless and only to the extent permitted by the chairperson. All registered members in good standing are entitled to attend and participate at annual general meetings and general meetings. Meetings are not open to non-members except by invitation of the Board.

7.5 Committees

Meetings of committees are not open to members except by invitation of the committee, except for the President who is a member ex officio, or for his designate if he cannot attend, and except for the committee's Secretary if appointed from outside its members. The business of a committee shall not be conducted except at its meetings, and no item of business is valid unless fully recorded in the committee's minutes and subsequently approved by the Board. The Board may accept in whole or in part in the committee's recommendations and may subsequently alter or rescind its acceptance.

7.6 Minutes of Meetings

Minutes shall be kept recording all business conducted at any meeting of the Board, an annual general meeting, a general meeting, and any meeting of committees. The minutes shall be published promptly and circulated to the Board and be made available to all clubs registered and in good standing.

7.7 Appointment of Secretary

In the absence of the Corporation's Secretary to record meetings of the Board and the annual general meeting or general meeting, the chairperson shall appoint someone present to perform the duties of Secretary. A committee's secretary shall be appointed by the Board, who may appoint from among or outside the members of the committee.

7.8 Notice of Meetings

Notice of an annual general meeting or a general meeting is sufficiently given if published in the Board's minutes and mailed by regular, first-class mail 30 or more days before the meeting. Notice may also be given by facsimile transmission or electronic mail to all registered clubs in good standing at least 30 days before the meeting. No inadvertent error or omission in giving notice shall invalidate any such meeting or its proceedings. An address for mailing shall be the last address recorded in the books of the membership director. A committee shall give notice in the same manner as the Board, by fixing meetings in advance at current meetings unless not possible, failing which the chairperson and secretary are responsible for providing personal notice. Any notice by the Board of a general meeting shall specify the general nature of the business to be transacted.

7.9 Quorum

A quorum is the minimum number of members required to be present to enable a meeting to conduct its business. A quorum must be present throughout the entire meeting, or the meeting cannot proceed or continue. The minimum number to constitute a quorum of the Board is three, two of whom must be officers. To constitute a quorum of the annual general meeting or general meeting, five voting members must be present. The quorum of any committee is 70% of its entire membership. If at any meeting a quorum is not present or does not remain in attendance, the chairperson must adjourn the meeting and announce the time, place and date at which it will reconvene. If a quorum is not present at the scheduled time for election of officers and directors at an annual general meeting, the chairperson shall determine if sufficient members and candidates are present to proceed with the election of officers and directors, or any of them. If it is determined a sufficient number are in attendance, the election of officers and directors shall be conducted, but no further business shall be conducted and shall be left to the next general meeting at which a quorum is present.

Membership

8.1 Club

Membership in the Corporation is by club. No individual may join except through a registered club. To be eligible for membership, a club must have a minimum of five (5) students with its head instructor in good standing with Karate Canada. The karate taught and practiced must be from a style of traditional Okinawan or Japanese karate recognized by the technical committee or Karate Canada.

8.2 Individual

Students of a registered club in good standing become members of the Corporation upon the Corporation's receipt of the required application form(s) and dues. A member must be a student of a registered club. If a club is suspended or expelled, its students cease to be members of the Corporation, and dues paid are forfeited.

8.3 Probationary Membership

1. An initial registration with the Corporation, whether it is a club's or an individual's, is probationary for a period of twelve (12) months, which period commences with the Corporation's acceptance of that registration and payment of applicable dues.
2. During the duration of probationary membership, the following restrictions apply:
 - a. No voting rights in any official meetings including the annual general meeting.
 - b. No privilege to represent Karate NL (KNL) or the province of Newfoundland & Labrador at any provincial level nor at the national level – not as a delegate, not as an official and not as a provincial team member.
 - c. Membership in the Corporation may be terminated at any time within this probationary period, by a simple majority vote of the members of the Board present, and if so terminated, all dues which have paid are forfeited. The Board is not bound to disclose the reason for its termination of a membership.

8.4 Registration

Registration is annual. A club must register annually both itself and all its students and instructors. Registrations are not complete if the forms are in any way incomplete or if cheques for membership dues are dishonored. Any student leaving a registered club must, without delay, register with the Corporation through an existing club or the student's registration lapses.

8.5 Dues

Every club shall pay the annual club dues. Every club's students and instructors shall pay the annual individual dues. It is the responsibility of the club to register and send in the dues of all its students and instructors. Dues may only be set at an annual general meeting or a general meeting. Individual dues may vary depending on junior or adult status and kyu or black belt rank.

8.6 New Club Applications

A new club applying for registration shall furnish such information on its style origin, affiliations, grading systems, syllabus and other pertinent information as the technical committee shall require. Once admitted, a club must register every one of its students and instructors. Probationary membership will apply as per Article 8.3.

8.7 Register

A register shall be kept of the dues paid by clubs and members.

8.8 Deadlines

Registrations must be completed and received by the deadline set by the Board. During the year, registration updates will be set by the Board. Failure of a club to comply with all requirements for annual registration or registration updates will result in automatic suspension, fines and revocation of the rights of its members to participate in all sanctioned events as a member of the Corporation, unless the Board expressly grants an extension, which may be on such conditions as the Board, in its sole discretion, sees fit.

8.9 Suspension and Expulsion

The Board may suspend or expel any club or any member for any one of the following:

- (i) non-payment of dues or any other fees;
- (ii) dishonored cheques;
- (iii) failure to properly and timely register every student and instructor;
- (iv) participation in any competition not sanctioned by the Corporation;
- (v) participation, outside a sanctioned sport event or controlled demonstration or teaching class, in any unnecessary physical brawl or fight, or use of karate other than for self-defense;
- (vi) action contrary or harmful to the prestige, honour or standards of behavior and ethics of karate-do; or
- (vii) conviction for a criminal offence.

Upon suspension a club or member loses all rights of membership. Suspension may be lifted conditionally or unconditionally by the Board, upon which the club

or member's rights are reinstated subject to any imposed conditions. Suspension may be imposed pending inquiry or final resolution of a matter. Expulsion is total removal from and a casting out from the Corporation. Upon a club's suspension or expulsion, the rights of all its students and instructors are lost unless they register with the Corporation through a club in good standing.

Voting

9.1 Board of Directors

There need not be a formal recording of votes at meetings of the Board. Votes may be by a show of hands, by means of which the affirmative and negative votes are clearly visible to all. The secretary need not record the number of votes for and against any motion. Voting shall be by secret, written ballot if requested by any one present or if the chairperson directs. There shall be no voting by proxies, and only Board members present at the meeting may vote. It is sufficient that a motion be passed by a simple majority of the votes of all present. An abstention shall not be counted as a vote. The chairperson may vote only to make or break a tie. In the case of an equal number of votes cast for and against a motion, the motion shall be considered defeated.

9.2 Annual General Meeting or General Meeting

1. All registered members whom are in good standing and not on the Board may vote in person or by proxy at the annual general meeting or a general meeting, subject to articles 9.4 and 9.5.
2. Voting by members at an annual general meeting or a general meeting shall be by show of hands or by a standing vote, wherein those voting stand to record their vote and remain standing until they are counted, as the chairperson shall determine, when voting on any motion. Voting for candidates for any of the elective offices to be decided at the annual general meeting shall be by closed, written ballot as set out in Article 6.1. Scrutineers shall be appointed by the chairperson, who may themselves be eligible to vote and who may vote. The scrutineers shall not announce publicly the numerical total of votes for each candidate but shall simply report to the chairperson the numerical votes. If more than three candidates stand for election for any office, there shall be a second vote in which the candidates shall be the three candidates obtaining the largest number of votes. To be elected to office, a candidate need not obtain a majority of the votes cast but simply a larger number of votes than any other candidate. The candidate obtaining the largest number of votes, either on the first ballot if not more than three stand for election or on the second ballot if more than three stand for election, shall be declared elected.

9.3 Committees

Voting by committee members at a committee meeting may be by show of hands unless any member present, including the president or his designate, requests a secret, written ballot. There shall be no voting by proxy or without a quorum. It is sufficient that a motion be passed by a simple majority of all present and voting. The chairperson may not vote, except to make or break a tie. For the benefit of the Board, the number of votes for and against a motion shall be recorded.

9.4 Eligibility

A member is in good standing if, by the filing or update deadline, the member and club to which the member belongs are registered with all dues paid. A member not in good standing cannot vote or be nominated for or appointed to any position. Any member in good standing may vote at an annual general meeting or a general meeting. During the first 12 months of an individual's membership, that member is not eligible to vote at an annual general meeting or general meeting.

9.5 Proxies

Any registered member in good standing may have his/her right to vote at the annual general meeting or a general meeting represented and cast by proxy.

1. All registered members in good standing of any age and rank, child or adult may have their right to vote represented by proxy.
2. Members under 18 years of age, will have their vote automatically represented by their club chief instructor or his/her representative attending the meeting. The representative must be a member in good standing of that registered club. The total number of proxies permitted for each club chief instructor or representative will be determined by the total number of registered members in good standing who are recorded in Karate NL registry as members under 18 years of age.
3. Any member 18 years and older and in good standing may vote by proxy. The proxy must specify clearly the date and meeting for which it is given, to whom the proxy is given, and the person to whom it is given must be a member in good standing eligible to vote.
4. The maximum number of votes including proxies cast by any one club may not exceed the total number of registered members in good standing.

The chairperson may vote a proxy but cannot exercise a personal vote except to make or break a tie. Prior to the commencement of the annual general meeting or general meeting all proxies must be registered with the membership director or other designated person, to validate the proxy and that its holder will be eligible to cast a second vote on all motions and ballots. No member 18 years and older shall be required or obligated to sign any proxy for any provincial or national meeting.

9.6 Chairperson

The chairperson of the Board, of an annual general meeting and of a general meeting shall be as set out in Article 3.2. The chairperson may turn the chair over to the next designated person or appoint a member in order to speak to a motion. The Board shall appoint from time to time the chairperson of committees and may rotate that position.

Bills of Rights

10.1 Clubs

Membership in Karate Newfoundland & Labrador Inc. is membership in the national sport governing body, Karate Canada. By this Constitution, the Corporation cannot bind Karate Canada to hear or respond to an appeal from the Corporation. So far as possible, the Corporation shall provide an opportunity to any club suspended or expelled to appeal the decision to the Karate Canada's National Council. Any suspension or expulsion will be valid and in full force and effect pending any such appeal, and unless and until the Karate Canada decides to hear it and reverse or alter the suspension or expulsion. The Corporation cannot create an obligation on Karate Canada to receive the appeal but if Karate Canada hears the appeal and reverses or alters the decision, the Corporation is bound by and shall accept the ruling, provided that at all times any costs of expenses incurred in the appeal cannot be reversed, but remain the full responsibility of the party that incurred them. Any suspension, expulsion or other discipline imposed on a club or member by Karate Canada is fully binding on the Corporation as its provincial branch and shall be given full force and effect.

10.2 Individual

Membership in Karate Newfoundland & Labrador Inc. is membership in the national sport governing body, Karate Canada. An individual member suspended or expelled may appeal to Karate Canada in accordance with and subject to the provisions of Article 10.1, which apply as if repeated here.

10.3 Competitors

Competitors shall be accorded as safe a tournament as may reasonably be possible, consistent with the volunteer nature of the Corporation. Competitors owe respect to each other and to the officials and are entitled to compete free of any bias or appearance of bias. There must be no attempt or appearance of attempt to influence any scoring. No official shall publicly comment in any way on the performance, scoring or officiating during a match of the event of which it is a part.

10.4 Officials

Every official shall be afforded reasonable opportunity to officiate at Karate Newfoundland & Labrador Inc. tournaments, to develop and improve skills, and to maintain or advance in grading. Subject to the approval of the officials committee, provincial officials certified to referee and to judge elite divisions at the provincial championships may attend any national level officials' clinic or certification clinic. At any karate event, tournament or competition every official, whether or not officiating, must remember that propriety or the lack of it, and attitude, words, and moves, bear upon the reputation and public esteem of karate-do. Officials must at such times conduct themselves with dignity, self-possession, courtesy, respect, humanity and impartiality. Any failure to observe the provisions of this Article will entitle the Board to suspend or remove the official's certification. The officials committee may recommend suspension or removal of an official's certification.

10.5 Candidates for Certification as Officials

A candidate for certification as an official must meet the requirements of the officials committee. A candidate is entitled to be shown all his/her scores for any certification test, written or practical, to know the correct answers to any written questions, and to be informed of the scoring basis for the components of the practical test.

10.6 Board of Directors

Every Board member is entitled to full information on all matters pertaining to the Corporation. A Board member shall be indemnified and saved harmless by the Corporation against all liabilities, claims, costs and expenses properly incurred in respect to the affairs of the Corporation and in respect of any action, suit or proceeding against the member for any act or matter made, done or permitted by the member in the proper execution of the affairs of the Corporation, except when occasioned or caused by dishonesty, willful neglect or default.

Rules of Order

- 11.1** The rules contained in Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Constitution or by-laws.

By-laws

12.1 By-laws

By-laws are standing rules of the Corporation.

Amendments

13.1 Constitution

The Constitution defines the purpose, objects and manner in which the Corporation is constituted and the rules by which the members have agreed to be governed. The Constitution shall only be amended, altered, varied, replaced, repealed or re-enacted by an annual general meeting or general meeting and only upon a vote of two-thirds of the members actually present and voting, with no proxies allowed. Written notice of any member's proposed amendment must be given to the Board and if proposed by the Board, to the clubs, at least 30 days in advance of the annual general meeting or general meeting, failing which no amendment may be made.

13.2 By-laws

A by-law may be made by a decision of the majority of the Board at two successive meetings, but in such event shall only have effect until the next annual general meeting or general meeting at which it must be ratified by a majority vote of the members, with proxies permitted, failing which it shall cease to have effect. A by-law may be made at an annual general meeting or general meeting upon a vote of the majority of the members, with proxies permitted.

Dissolution and Disposal of Assets

14.1 Dissolution and Disposal of Assets

Upon the dissolution of the Corporation, after payment of all its debts and liabilities, any remaining assets shall be disposed of to any organization within the Province of Newfoundland and Labrador which succeeds the Corporation as the governing body for amateur karate, and if no organization succeeds the Corporation, to Karate Canada or its successor, with the provision that the assets be used for the support of amateur karate in the Province of Newfoundland and Labrador.

ENACTED AND
PASSED this day
at the City of

St. John's, Province of Newfoundland and Labrador.

IN WITNESS WHEREOF the Corporation has hereto affixed its corporate seal.

President

Secretary

By-law 1

FINANCIAL YEAR

The fiscal year of the association shall terminate on the August 31st in each year.

ENACTED AND PASSED this 29th day of April 2018.

IN WITNESS WHEREOF the Corporation has hereto affixed its corporate seal.

President

Secretary