



## BYLAW NUMBER SEVEN

**Proposed changes draft 12.01.08 for AGM 12.13.08**

## **BYLAW NUMBER EIGHT**

By-law one through seven are hereby revoked and replaced by by-law eight

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Being a by-law relating generally to the transaction of the affairs of

## ONTARIO TAEKWONDO ASSOCIATION

also referred to as the “OTA.”

### SECTION ONE

#### 1.01 INTERPRETATION:

In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- (a) The singular shall include the plural and the plural the singular;
- (b) The masculine shall include the feminine and the neuter.

## 1.02 DEFINITION:

- (a) “Board” which are comprised of the Executive and the ~~ten (10),~~ Regional Directors;
- (b) “Corporation” means the Ontario Taekwondo Association;
- (c) “Executive” means the directors elected as President, 1 st Vice President, 2nd Vice President, Secretary and Treasurer;
- (d) “Member in good standing” means a person who is a member of the Corporation and who is not in arrears with regard to fees;
- (e) “Person” shall include individuals , bodies corporate, partnerships, syndicates, trusts, unincorporated organizations and any number of aggregate of persons; and,

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## 1.03 MISSION

To unify, strengthen and promote the sport of Taekwondo by fostering an environment of **SAFE, ASSESSIBLE, FAIR AND EQUITABLE** participation (S.A.F.E.).

## 1.04 OBJECTIVES:

The objectives of the OTA are:

- (a) To represent, advise and lobby with the Government and the public as the officially recognized Provincial Association of Taekwondo.
- (b) To promote interest and participation in the sport of Taekwondo;
- (c) To arrange tournaments and competition, and establish and grant prizes, awards and distinctions;
- (d) To establish and maintain grading standards for all levels for Taekwondo in Ontario;
- (e) To enforce general rules and regulations for the sport of Taekwondo and to sanction tournaments in accordance with such rules and regulations;
- (f) To conduct annual Provincial Championships;
- (g) To select a Provincial Taekwondo team to represent Ontario at National events;
- (h) To receive money and other property, real, personal or mixed by gift, devise, bequest, fees or otherwise and to apply same as to the principal and income in furtherance of the foregoing.
- (i) To ensure the sport of Taekwondo as Safe, Accessible, Fair and Equitable participation ( S . A . F . E .).

## SECTION TWO

### MEMBERSHIP

#### 2.01 MEMBERSHIP

The membership of the Corporation shall consist of the incorporation applicants and such other persons as are admitted as members by the Board. Using the member club as the conduit, each member shall be promptly informed by the secretary of their admission as a member. Each member acknowledges and agrees to follow the teachings, philosophy, system and rules of the World Taekwondo Federation as governed by the Ontario Taekwondo Association.

#### 2.02 RESIGNATION

Any member may resign by submitting their written resignation to the Secretary of the Corporation and it shall become effective upon its acceptance by the Board.

The Board may deem that a member has resigned if a member is more than six (6) months in arrears in their payment of fees from the date at which same became due.

Such a member may reapply upon payment of any outstanding fees established by the Board from time to time and will be treated and considered as an Associate Member for a period of time at the discretion of the Board.

#### 2.03 SUSPENSION AND EXPULSION

The Board may suspend and expel any member for any of the following reasons:

- (a) if a member contravenes the by-laws of the Corporation, or,
- (b) if a member has acted contrary to the standards of behavior and ethics of the World Taekwondo Federation.

Before this can be done, such member must be served with a written notice stating the alleged offense, and the fact that in the event of non-justification of his/her actions within thirty (30) days from the date of notice, he/she shall be subject to suspension or expulsion upon resolution of the Board of Directors. No member in good standing or a member of a club shall be denied the right to pursue his/her development in the art and sport of Taekwondo. Such right shall include the freedom of choice to attend any location that will accept him/her.

In the event of a member being suspended or expelled from a club, that club shall notify the Association in writing, detailing reasons for such action within 7 days. Such notification may include a recommendation to the Board for suspension or expulsion from the Association.

A person suspended has the right to appeal to the board within 30 days of receiving such notice. The Board shall notify the suspended participant in writing and outline the appeal procedure available at the time the suspension was given.

## 2.04 FEES

The Board of Directors may, from time to time, fix fees payable by members.

## 2.05 CESSATION OF MEMBERSHIP

Any member who has resign or be expelled as a member of the Corporation shall immediately return to the Corporation all books or other property of the Corporation which he/she may have in his/her care, and he/she shall remain liable for the payment of all moneys due from him/her at the date of his/her resignation or expulsion from membership.

## 2.06 QUALIFICATION FOR MEMBERSHIP

Any member must be a Canadian Citizen or Landed Immigrant and permanent resident for at least six (6) months.

## 2.07 MEMBERSHIP AND VOTING

The Corporation shall have four (4) categories of membership namely:

1) CLUB MEMBERSHIP: Clubs requiring membership in the association shall submit to the Board of Directors a completed application for club membership, accompanied by appropriate fees, as determined by the Board, ~~a copy of an Ontario Taekwondo Association approved Kukkiwon certificate, and shall also be sponsored by a black belt member in good standing.~~ In addition the owner/instructor of the club shall satisfactorily answer any questions by the Executive at any interview(s) requested at the Board's discretion. If control or ownership of a club is sold or transferred, approval of same will be required by the Board in order for the club to maintain its membership. The owner of a member club has one vote at any annual or general meeting of members provided that the club is in good standing.

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- i) “Club” shall mean a registered corporation with the purpose of practicing Taekwondo on a regular basis. Clubs that are teaching at location such as churches, community centres, YMCA/YWCA, or in schools, should provide a copy of letters of incorporation, business registration incorporated or others.
- ii) The owner of a member club shall have one or more votes at any annual or general meeting of members provided that the club is in good standing and according to the number of paid black belt individual members (see section 11.05).
- iii) Club members failing to abide by OTA bylaw and policies shall be subject to revocation of their membership.
- iv) Branch Operations – In a situation where one Owner operates out of more than one branch, his/her voting eligibility will be determined by how it is registered with the Corporation. If registered as one club then all votes will be assigned to the one owner. If he/she chooses to register and pay separate club membership fees for more than one branch, then each branch will have the number of votes assigned to a delegate appointed by the owner. The owner may carry all votes or may appoint all votes in the form of a proxy.

2) INDIVIDUAL MEMBERSHIP: Individual membership shall be divided into the following sub categories:

i) Black Belt Member: Black belt membership may be conferred by the Board of Directors in its sole discretion on individuals whose proficiency in the sport of Taekwondo has been recognized by the award of an Ontario Taekwondo Association approved Kukkiwon Black Belt upon submission of a completed application together with a copy of an Ontario Taekwondo Association approved Kukkiwon certificate and fees appropriate, and such individuals must be a member of an OTA member club in good standing. The member's vote is automatically assigned to his/her club owner, or his/her club owner's designated proxy, at any annual or general meeting of members provided that the individual member is in good standing with the corporation.

ii) Junior Black Belt Member: Junior Black Belt membership may be conferred by the Board of Directors in its sole discretion on individuals who are under the age of 18 whose proficiency in the sport of Taekwondo has been recognized by the award of an Ontario Taekwondo Association approved Kukkiwon Black Belt upon submission of a completed application with a copy of an Ontario Taekwondo Association approved Kukkiwon certificate and fees appropriate. There is no voting privileges for Junior Black Belts at any annual or general meeting of members.

iii) Non-Black Belt Member: A non-Black Belt membership may be conferred by the Board of Directors in its sole discretion on individuals who have shown an interest in the sport of Taekwondo, other than Black Belt members upon submission of a completed application. There is no voting privileges at any annual or general meeting of members.

**Deleted:** The member has one vote at any . . . . . annual or general meeting of members provided that they are in good . . . . . standing.¶  
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Amended on October 24, 1999.¶  
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3) HONORARY MEMBERSHIP: Honorary membership may be conferred by the Board of Directors in its sole discretion upon such individuals as the Board of Directors decides, with such membership to be for the duration and on such terms and conditions as may be determined by the Board. There is no voting privileges at any annual or general meeting of members.

4) ASSOCIATE MEMBERSHIP: Shall be persons active in Taekwondo, as the Board may designate from time to time, and returning members as per section 2.02 with fee payable as determined by the Board of Directors. Associate members will not have a vote at any annual or general meetings of members.

**2.08 PARTICIPATION IN ASSOCIATION EVENTS**

Participation in any association event shall be restricted to members or associate members in good standing in the association and who have been members for at least 30 days prior to the event.

However notwithstanding the above, the Board may by resolution reduce the waiting period to allow participation in a competition where the circumstances would justify same.

**2.09 NEW BLACK BELT APPLICATION**

Instructors are required to have all applications for new Black Belts submitted to the Board. Any Black Belt not processed through the Ontario Taekwondo Association after January 1, 1995 will only be eligible for Associate membership ( non voting) , unless the Board decides otherwise.

**SECTION THREE**

## **ADMINISTRATION**

### **3.01 HEAD OFFICE**

The head office of the Corporation shall be located at the City of Toronto in the Province of Ontario, or at such place therein as the Board may from time to time by resolution decide.

### **3.02 CORPORATE SEAL**

The seal, an impression whereof is stamped at the end of this by-law, shall be the corporate seal of the Corporation.

### **3.03 MINUTES OF MEETINGS**

Minutes shall be kept of all meetings of the Board, Executive committee, standing committees, and annual and general meeting of members. All minutes shall be approved with or without amendment and signed by the chairman and secretary of the meeting and shall constitute the record of the Corporation's proceedings and shall be admissible in evidence as prima facie proof of the proceedings.

### **3.04 EXECUTION OF DOCUMENTS**

Contracts, documents or any other instruments in writing requiring the signature of the Corporation shall be signed by any two signing officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power, from time to time, by resolution to appoint any officer or any person on behalf of the Corporation either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing in lieu of their being signed by any two signing officers as aforesaid. The corporate seal may be affixed to such contracts, documents and other instruments in writing which have been signed by any two officers as aforesaid, or by any officer or any person appointed as aforesaid by resolution of the Board.

## **SECTION FOUR**

### **DIRECTORS**

#### **4.01 MANAGEMENT**

The affairs of the Corporation shall be managed by a Board of fifteen (15) Directors, including five (5) officers which may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws of the Corporation or by statute expressly directed or required to be done by the Corporation at meetings of its members. Notwithstanding any vacancy or vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

#### **4.02 QUORUM**

A majority of seven (7) of the Directors shall constitute a quorum for the transaction of business.

#### **4.03 QUALIFICATION**

Each Director shall be:

- (a) eighteen (18) or more years of age at the time of his/her election or within 10 days thereafter; and
- (b) a member in good standing of the Corporation; and
- (c) or an Honorary member.

#### **4.04 TERM**

Each Director shall be elected to hold office for a period of four (4) years after he/she shall have been elected, or until his/her successor shall have been duly elected and qualified.

#### **4.05 RE-ELECTION**

The whole Board shall be retired after a period of four (4) years at the annual meeting but shall be eligible for re-election if otherwise qualified.

The general membership shall be given sixty- (60) days notice prior to the election date of the position to be elected. Candidates interested in the positions shall inform the head office accordance with paragraph 12.01 within forty (40) days of the election date. A list of all candidates shall be published by the Corporation within thirty (30) days of the election date.

#### **4.06 VACATION OF OFFICE**

The office of a Director shall forthwith be vacated:

- (a) if he/she is found to be a mentally incompetent or a person mentally incapable of managing his own affairs;
- (b) if, by notice in writing to the Corporation, he/she resigns his office;
- (c) if at a general meeting of members a resolution is passed by at least two thirds of the members present and voting at the meeting that he/she be removed from office;
- (d) if he/she ceases to be a member of the Corporation or if, without just cause, he/she fails to attend three (3) Board meetings within his/her term of office;
- (e) if he/she dies.

#### **4.07 VACANCIES**

Vacancies on the Board shall be filled in the following manner:

- (a) a regional representative shall be elected for every region as defined in section 10.01:  
and
- (b) a Director-at-large shall be replaced by an appointment of the Board of another member from the same region.;

but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### **4.08 PLACE OF MEETING**

Meetings of the Board may be held either at the head office or elsewhere within Ontario as determined by the Board, from time to time.

#### **4.09 CALLING OF BOARD MEETINGS AND NOTICE**

The President or, if required, any four (4) Directors may convene a meeting of the board at any time by written request to the secretary. Notice of such meeting shall be given in accordance with paragraph 12.01 to each director not less than thirty (30) days before the meeting is to take place, or in the case of an emergency board meeting, notice of such meeting shall be given to each director not less than forty-eight (48) hours before the meeting of the Board at which he/she is appointed.

#### **4.10 CHAIRMANSHIP OF BOARD MEETINGS**

The President, or in his/her absence the first vice-president, or in his/her absence the second vice-president, shall be the chairman of any meeting of the Board. If no such officer is present, the Directors shall choose one of their numbers to be Chairman.

#### **4.11 VOTING**

Questions arising at any meeting of the Board shall be decided by a majority of votes of those present subject to the quorum requirement in section 4.02 and the Chairman shall abstain from voting except in circumstances of a tied ballot in which case he/she shall cast the deciding vote.

#### **4.12 REMUNERATION**

The Directors shall serve without remuneration but any Director who is engaged or is a member of a firm which is engaged in any business or profession may be paid the usual professional fees and charges for any professional service which is rendered on behalf of the Corporation in connection with the administration of the affairs of the Corporation including the carrying on of its undertaking.

#### **4.13 CONFLICT OF INTEREST**

(a) Every Director of the Corporation who has, directly or indirectly, any interest in any contract or transaction to which the Corporation is or is to be a party, other than a contract or transaction in which his/her interest is limited solely to his/her remuneration as an officer or employee, shall declare his/her interest in such contract or transaction at a meeting of the Directors of the Corporation and shall at that time disclose the nature and extent of such interest including, as to any contract or transaction involving the purchase and sale of assets by or to the Corporation, the cost of the assets to the purchaser and the cost thereof to the seller, if acquired by the seller within five years before the date of the contract or transaction, to the extent to which such interest or information is within his/her knowledge or control, and shall not vote nor shall he/she participate in the discussion and shall not in any respect of such contract or transaction be counted in the quorum.

(b) The declaration required by this paragraph 4.13 shall be made at the meeting of the Directors at which the proposed contract or transaction is first considered, or if the Director is not at the date of the meeting interested in the proposed contract or transaction, at the next meeting of the Directors held after he/she becomes so interested, or if the Director becomes interested in a contract or transaction after it is entered into, at the first meeting of the Directors held after he/she becomes so interested, or if a contract or a proposed contract or transaction is one that in the ordinary course of the Corporation business, would not require approval by the Directors, at the first meeting of the Directors held after the Director becomes aware of it.

(c) If a Director has made a declaration and disclosure of his/her interest in a contract or transaction in compliance with this paragraph 4.13 and has not voted in respect of the contract or transaction was entered into, is not, by reason only of his/her holding the office of Director, accountable to the Corporation for any profit or gain realized from the contract or transaction, and the contract or transaction was entered into, is not voidable by reason only of the Director's interest therein.

(d) For the purpose of this paragraph 4.13, a general notice to the Directors by a Director declaring that he/she is a Director or officer of, or has a material interest in the person that is a party to a contract or transaction, or proposed contract or transaction with the Corporation is a sufficient declaration of interest in relation to any contracts or transactions so made.

(e) Failure to declare such an interest will result in the application of a court order as against the offending Director for an accounting to the Corporation for any profit or gain realized from the contract or transaction in accordance with section 132 (g) of the Ontario Business Corporation Act.

## **SECTION FIVE**

### **OFFICERS**

#### **5.01 THE EXECUTIVE**

The officers of the Corporation shall be a President, two (2) Vice Presidents, Secretary and Treasurer. All officers shall be members in good standing in the Association and may be elected, or, may be appointed by the Board in its absolute discretion for such duration and on such terms and conditions as may be determined by the Board.

#### **5.02 POSITIONS TO BE ELECTED**

The positions to be elected shall be a President, two (2) Vice Presidents, Secretary and Treasurer.

#### **5.03 ORDER OF ELECTION**

The order of election shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

#### **5.04 REMOVAL**

Only appointed officers of the Corporation, in the absence of the agreement to the contrary, shall be subject to removal by resolution of the Board at any time.

#### **5.05 TERM OF OFFICE**

Subject to the provisions of paragraph 5.04, the officers of the Corporation shall hold office for four (4) years or until their successors are elected or appointed in their stead.

#### **5.06 VACANCIES**

In accordance with section 4.07, if any office becomes vacant, the Board may fill such vacancy by appointing a member of the Board to fill the vacancy until the next meeting. If the office of President becomes vacant in less than eighteen (18) months from the date of the last election, the first Vice President, if he/she receives a vote of confidence from the Board, shall assume the duties of the President. If he/she fails to receive a vote of confidence, the Board shall set an election date within sixty (60) days from the date of the vacancy.

#### **5.07 APPOINTMENT OF AGENTS AND EMPLOYEES**

The Board may appoint such agents and engage such employees as it deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

## **5.08 POWERS AND DUTIES**

All officers shall sign such contracts, documents of instruments in writing as require their respective signatures and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Board.

## **5.09 DELEGATION OF POWERS AND DUTIES**

In the case of the absence or inability to act of the President, the two (2) Vice Presidents, the Secretary or the Treasurer or any other officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers and duties of such officer to any other officer who is also a Director or to any Director for the time being.

## **5.10 REMUNERATION AND EXPENSES**

Remuneration of agents and employees shall be fixed by the Board by resolution. Reasonable expenses incurred by any Director in the performance of his duties may be paid out of the funds of the Corporation as determined by resolution of the Board.

## **5.11 DUTIES OF PRESIDENT**

The President shall, subject to the authority of the Board, be the Chief Executive Officer of the Corporation and shall be charged with the general supervision of the affairs and operation of the Corporation. He/she shall, when present, preside at all meetings of the Board, Executive Committee and members. He/she shall also be an ex officio member of all standing committees of the Corporation. He/she shall sign all instruments which require his/her signature, perform all duties incident to his/her office and have such additional powers and duties as may be prescribed by the Board.

## **5.12 DUTIES OF FIRST VICE PRESIDENT (ADMINISTRATION)**

In the absence of the President, his/her duties shall be performed and his powers shall be exercised by the first Vice President. He/she shall sign all instruments which require his/her signature, perform all duties incident to his/her office and have such additional powers and duties as may be prescribed by the Board. His/her other duties shall be as officer in charge of administration of the Corporation.

## **5.13 DUTIES OF SECOND VICE PRESIDENT (TECHNICAL)**

In the absence of the President and the first Vice President, their duties shall be performed and their powers shall be exercised by the second Vice President. He/she shall sign all instruments which require his/her signature, perform all duties incident to his/her office and have such additional powers and duties as may be prescribed by the Board. His/her other duties shall be as officer in charge of technical affairs of the Corporation

#### **5.14 DUTIES OF SECRETARY**

The Secretary shall be responsible for recording the minutes of all meetings of the Board, Executive Committee and members. He/she shall give all notices required to be given to the Directors, members, auditors and committees of the Board. He/she shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation except when some other officer or agent has been appointed for that purpose. He/she shall sign all instruments which require his/her signature, perform all duties incident to this office and have such additional powers and duties as may be prescribed by the Board.

#### **5.15 DUTIES OF TREASURER**

The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such bank or banks or with such other depository or depositories as the Board may direct. He/she shall keep or cause to be kept proper accounting records for the Corporation. He/she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board at meetings thereof or whenever required of him/her by any Director, and account of all his transactions as Treasurer and of the financial position of the corporation. He/she shall sign all instruments which require his/her signature, perform all duties incident to his/her office and have such additional powers and duties as may be prescribed by the Board.

#### **5.16 DUTIES OF EXECUTIVE DIRECTOR**

The Executive Director shall, subject to the authority of the Board, be charged with the general supervision of the affairs and operation of the corporation. He/she shall sign all instruments which require his/her signature, perform all duties incidental to his/her office and have such additional powers and duties as may be prescribed by the Board. Remuneration of the Executive Director shall be fixed by the Board of Directors by resolution.

#### **5.17 REPRESENTATIVES**

The President of the Corporation shall automatically become a national voting representative of the National Taekwondo Association and the Board shall elect or appoint the second non- voting representative as second delegate. The representative's duties shall be to represent the affairs of the Corporation and report to the Board proceedings of any meetings or notices of the Canadian National Tae Kwon Do Association.

## **SECTION SIX**

### **PROTECTION OF DIRECTORS AND OFFICERS**

#### **6.01 PROTECTION OF DIRECTORS AND OFFICERS**

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any of the monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or miss-appropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust, or in relation thereto unless the same happen by or through his/her own dishonesty, and fraud or willful neglect or default.

#### **6.02 INDEMNIFICATION**

The Corporation hereby acknowledges and agrees that each and every Director and Officer of the Corporation shall be deemed to have assumed his/her office or employment on the express understanding, agreement and condition that except as hereinafter provided, he/she and his/her heirs, executors, administrations and other legal person representatives shall be indemnified and saved harmless by the Corporation from and against.

(a) any liability and all costs, charges and expenses whatsoever that he/she sustained or incurs in respect of any action, suit or proceedings that it proposed, brought, commenced or prosecuted against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his/her office, and,

(b) all other costs, charges and expenses that he/she sustains or incurs in respect of the affairs of the corporation,

except such liability, costs, charges or expenses as are occasioned by his/her own dishonesty, willful neglect or default, and breach of any by-laws, and any criminal conduct, and civil conduct including but not limited to fraud, negligence, sexual harassment and assault.

#### **6.03 LIABILITY INSURANCE**

The Corporation may purchase and maintain insurance for the benefit of a Director or Officer thereof, except insurance against a liability, cost, charge or expense of the Director or Officer incurred as a result of his/her own dishonesty, willful neglect or default.

#### **6.04 IRREGULARITIES IN PROCEDURES**

No act or proceeding of any Director, Officer or the Board shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director, Officer or the Board.

#### **6.05 DIRECTORS AND OFFICERS ENTITLED TO RELY ON REPORTS OF OTHERS**

The Board, any Director and any Officer may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and any other report prepared by a qualified person and shall not be responsible or held liable for any loss or damage resulting from acting upon any such statement or report.

## **SECTION SEVEN**

### **FINANCES**

#### **7.01 FISCAL YEAR**

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of March, in each year.

#### **7.02 AUDITOR**

The members shall at each annual meeting appoint an auditor to hold office until the next annual meeting, and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of auditor. The remuneration of such auditor shall be fixed by the Board. Notice of the appointment of an auditor shall be given to him/her forthwith after the appointment is made.

#### **7.03 CHEQUES, ETC.**

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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation'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 Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

#### **7.04 DEPOSITS OF SECURITIES FOR SAFEKEEPING**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the Directors of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or proceeds thereof.

## **7.05 BORROWING**

From time to time, the Board may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **7.06 INVESTMENTS**

Such monies of the Corporation not required for its immediate purposes may be invested and dealt with from time to time by the Board in such investments and in such a manner as it thinks fit.

## **7.07 DISSOLUTION**

Upon the dissolution of the Corporation for any reason but after the payment of all its debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to one or more charitable organizations or to one or more organizations the objects of which are beneficial to the community and are altogether or in part similar to those of the Corporation and the work of which is carried on solely in Ontario.

# **SECTION EIGHT**

## **COMMITTEES**

### **8.01 STANDING COMMITTEES**

The Board may create such standing committees as may be considered desirable for the purpose of furthering the aims and objectives of the Corporation. The size, composition and duration of each standing committee shall be determined by the Board and the members of such standing committees need not necessarily be directors but shall be members of the Corporation. The Board may fill vacancies in the standing committees as they occur. Whenever a vacancy shall exist in a standing committee, the remaining members of such standing committee may exercise all of its powers so long as a quorum remains in office. The Board may delegate to a standing committee any powers of the board subject any restrictions which may imposed by the Board.

## **SECTION NINE**

### **BELTS AND UNIFORM**

#### **9.01 BLACK BELT KUKKIWON CERTIFICATE**

All applicants shall abide by the guidelines whatever is prescribed by the Board .

#### **9.02 CLASSES FOR NON-BLACK BELTS**

The official color belt system used by the Corporation shall be as follows:

10 GEUP	WHITE BELT	WHITE BELT
9 GEUP	YELLOW STRIPE	YELLOW STRIPE
8 GEUP	YELLOW BELT	YELLOW BELT
7 GEUP	GREEN STRIPE	ORANGE BELT
6 GEUP	GREEN BELT	TEMPORARY GREEN
5 GEUP	BLUE STRIPE	FULL GREEN
4 GEUP	BLUE BELT	TEMPORARY BLUE
3 GEUP	RED STRIPE	FULL BLUE
2 GEUP	RED BELT	TEMPORARY RED
1 GEUP	BLACK STRIPE	FULL RED

#### **9.03 UNIFORMS**

The uniform of each club should be a World Taekwondo Federation approved dobak.

## SECTION TEN

### REGIONS

#### 10.01 DEFINITION

A region shall be a geographical area within Ontario designated as follows for which there shall be the following number of Director's:

Eastern region	1 Director
North West Region	1 Director
South West Region	3 Directors
Central region	3 Directors
First Nation	1 Director
<u>Special Needs (Disabled)</u>	1 Director

At this time the Regions including the following cities and surrounding area;  
Eastern- Kingston, Cornwall, Brockville, Belleville and Ottawa.  
North West - north of Barrie to Thunder Bay and Sudbury  
South West - Guelph, Kitchener, London, Chatham, Windsor and Sarnia  
Central - includes Metro Toronto and the surrounding areas.

The area covered by the regions may be modified from time to time at the Annual General Meeting.

#### 10.02 REGIONAL EXECUTIVE

Prior to the annual meeting, the members in good standing of each region may elect a regional Executive consisting of a regional Director, a Secretary and a Treasurer.

#### 10.02 REGIONAL REPRESENTATIVE

Prior to each annual meeting, the members in good standing shall elect Directors in accordance with paragraph 10.01.

## **SECTION ELEVEN**

### **MEETINGS OF MEMBERS**

#### **11.01 ANNUAL MEETING**

The annual meeting of the members shall be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of hearing and receiving the reports and statements required by statute to be read at and laid before the Corporation at an annual meeting, electing directors, appointing the auditor and fixing or authorizing the Board to fix his/her remuneration, and for the transaction of such other business as may properly be brought before the meeting.

#### **11.02 GENERAL MEETING**

The Board shall have the power at any time to call a general meeting of the members of the Corporation for the transaction of any business, the general nature of which is specified in the notice calling the meeting, to be held at such time and at such place within Ontario as determined by the Board or the Chairman.

#### **11.03 NOTICE OF MEMBERS' MEETING**

Notice of any meeting of members shall be given in accordance with paragraph 12.01, to each member not less than thirty (30) days before the meeting is to take place. No formal notice shall be necessary if all members are present at the meeting or those absent waive notice or signify their consent in writing to the meeting being held in their absence.

#### **11.04 QUORUM**

A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-five (25) members in good standing who are present in person.

## 11.05 VOTING OF MEMBERS

~~Only Club Owners as defined in Section 2.07, or the said Club Owner's proxy holder, are entitled to vote and shall be issued a voting card at registration for the meeting indicating the number of votes as registered with the OTA 30 days prior to voting. The number of votes allotted to a Club Owner shall be determined by allowing one vote per Black Belt Individual Member registered with both the OTA and Member Club in good standing with the OTA and Member Club, 30 days prior to a vote.~~

~~Individual and Honourary Members are specifically excluded from voting.~~

At all meetings, every question shall be decided by a majority of the votes of the Club Owner members present in person unless otherwise required by the by-laws of the Corporation or by-law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every Club Owner member having voting rights shall have votes determined by the number indicated on the assigned voting card, and unless a poll be demanded, a declaration of the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Club Owner members present in person, and such poll shall be taken in such manner as the chairman of the meeting shall direct and the result of such poll be deemed the decision of the meeting upon the matter in question. In case of an equality of votes at any meeting, whether upon a show of hands, voting cards, or poll, the chairman shall have the deciding vote.

**Deleted:** . Each member in good standing of the Corporation shall at all annual and general meetings be entitled to one vote to a quorum being present subject 2.08. No member shall be entitled to vote at any annual or general meeting unless he/she has paid all dues or fees, if any, then payable by him/her, and has been a member for a least thirty- (30) days.¶

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## SECTION TWELVE

### NOTICES

#### 12.01 METHODS OF GIVING NOTICE

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, or by-email or other means of electronic communication or by prepaid first class mail, or telex, or teletype (fax) addressed to the Director, officer, member or other person at his/her address (mailing address, e-mail address, or fax number). A notice or other document so sent by mail shall be held to be sent at he/she time when the same was deposited in a post office or public letter-box, or if telexed shall be held to be sent when the same was handed to the telex operator or its messenger, as the case may be or if telecopied; in accordance with the transmittal confirmation report, or by e-mail by the record of the time the e-mail was sent. For the purpose of sending any notice, the address (including e-mail address) of any Director, officer, member or other person shall be his/her last address as recorded on the books of the Corporation. The statutory declaration of the Secretary or Chairman the notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

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#### 12.02 COMPUTATION OF TIME

In computing the date when notice must be given under any provisions requiring a specified number of days' notice of any meeting or other event, the date giving the notice shall be excluded and the date of the meeting or other event shall be included. In making such computations, all Sundays, statutory holidays and other holidays shall be disregarded and treated as if they were regular weekdays.

#### 12.03 ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### 12.04 ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general of the members of the Corporation 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 and all proceedings taken or had thereat. for the purpose of sending notice to any Member, Director or Officer, the address used shall be his/her last address recorded on the books of the Corporation.

## SECTION THIRTEEN

### PUBLICATIONS

#### 13.01 PUBLISHING AND COPYRIGHT

The Corporation may publish or promote the publication of journals, books and other material intended to further the aims and objectives of the Corporation. Editors and editorial boards for each of the Corporation’s publications shall be appointed by the Board. The copyright in papers and illustrations, if any, published by the Corporation shall be the property of the Corporation unless the author at the time of submitting the publication has reserved the copyright for his or herself.

## SECTION FOURTEEN

### MISCELLANEOUS

#### 14.01 ADJOURNMENTS

Any meeting of members or of the Board or any committee may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Except in the case of meetings of members, such adjournment may be made notwithstanding that no quorum is present.

#### 14.02 AMENDMENTS OF BY-LAWS

The by-laws of the Corporation may be replaced or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the votes cast at a meeting of members duly called for the purpose of considering the said by-laws or sanctioned by confirmation in writing by all of the members entitled to vote at such meeting.

#### 14.03 REGISTER

The corporation shall maintain a register of members of the Corporation and standing committee members showing their last known address. This register shall be available to any member or standing committee member upon request.

#### 14.04 DONATION AND GIFTS

The Board may accept grants, donations and gifts in the name of the Corporation and its members. Proper acknowledgment and recording of these grants, donations and gifts shall be the responsibility of the Treasurer. Grants, donations and gifts to the Corporation shall not be divided amongst the Corporation members / Directors.

**Deleted: 14.05 CLUB¶**

¶ In this by-law and all other by-laws of the Corporation, unless otherwise amended by the majority at an annual general meeting,¶

¶ (i) “Club” shall mean an organization registered with the Ministry practicing Taekwondo . . . on a regular basis excepting statutory holidays and Sundays, religious and school . . . holidays. Clubs that are teaching at locations such as churches, community centers, . . . YMCA/YMCA, or in schools, should provide a copy of their letters of . . . incorporation, business registration incorporated or otherwise.¶

## **14.05 RULES AND REGULATIONS**

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The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from time cease to have force and effect.

## **SECTION FIFTEEN**

### **SANCTIONING OF TOURNAMENTS AND OR COMPETITIONS**

#### **15.01 SANCTIONING OF TOURNAMENTS**

1. A Club shall be in compliance with the published guidelines and rules of the Ontario Taekwondo Association.

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ENACTED AND PASSED THIS            DAY OF

WITNESS the corporate seal of the Corporation.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

Amended on October 24, 1999.

Amended on December 13, 2008