

Karate Manitoba

Constitution

February 10, 2007

Distributed to:

**Karate Manitoba
Sport Manitoba**

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By-Law #1c – Constitution

A by-law relating to the affairs of

KARATE MANITOBA

BE IT ENACTED as a by-law of the corporation as follows:

Article #1 General

Name

- 1.0 The name of the Corporation shall be the "Karate Manitoba Inc." hereinafter referred to as Karate Manitoba.

Not For Profit

- 2.0 Karate Manitoba is a corporation without share capital incorporated under the Corporations Act of Manitoba.

Objectives

- 3.0 Karate Manitoba shall promote, foster and develop the sport and martial art of karate in Manitoba.
- 3.1 Karate Manitoba shall promote and represent any or all of the mutual interests of its members, including the operation and promotion of and for a provincial sport organization.
- 3.2 Karate Manitoba shall encourage participation from as diverse an area and population as possible within Manitoba, irrespective of geographic location, gender, race or style of karate practiced.
- 3.3 Karate Manitoba shall foster the development of athletes, coaches and officials across all styles of karate.
- 3.4 Karate Manitoba shall cooperate with other organizations having objects, wholly or in part, the same as or similar to the objects of Karate Manitoba.
- 3.5 Karate Manitoba shall promote and maintain communication with the national community and represent its full members and their interests within Canada.
- 3.6 Karate Manitoba shall encourage the examination and registration of student ranking and other technical qualifications.
- 3.7 Karate Manitoba shall administer its affairs within the limits prescribed by Karate Manitoba's this constitution, the by-laws of the corporation and any standing rules and policies attached thereto.
- 3.8 Karate Manitoba shall maintain absolute political and religious neutrality and shall not tolerate any form of discrimination, racial or otherwise.
- 3.9 Karate Manitoba shall engage in activities as may assist in achieving its objectives, including developing and providing resources, and sponsoring seminars, competitions and other events and activities related to karate.
- 3.10 Karate Manitoba shall endeavour to make its policies and rules fair and understandable for all members.

Head Office

- 4.0 The Head Office of Karate Manitoba shall be in the Province of Manitoba and at such a place therein as the Board may from time to time fix.

Dissolution

- 5.0 No member, Director, or Officer, nor any private individual, shall be entitled to assets upon dissolution of Karate Manitoba or winding up its affairs. Upon the dissolution of Karate Manitoba, the Board shall, after paying or making provision for the payment of all of the liabilities of Karate Manitoba, dispose of all of the assets of Karate Manitoba exclusively for the purposes of Karate Manitoba in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Courts in which the principal office of Karate Manitoba is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Disclaimer

- 6.0 Should there be any discrepancy among the information rendered in this By-law and the information on file with the Province of Manitoba, the information on file at the Companies Office shall take precedence.

Fiscal Year

- 7.0 The fiscal year of Karate Manitoba shall be from the 1st day of April to the 31st day of March following, both inclusive, or such other time periods as may be determined by resolution of the Board from time to time.

Article #2

Definitions

- 1.0 Interpretation.** In these By-laws and in all other By-laws of Karate Manitoba hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- 2.0 Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of Karate Manitoba and shall be kept in the custody of whichever office of Karate Manitoba the Board may determine from time to time.
- 3.0 Karate.** In this or any other by-law, Karate shall refer to the Japanese martial art system of unarmed combat originated from Okinawa.
- 4.0 Style.** In this or any other by-law, Style shall refer to the particular system of Karate practiced. Specific Styles recognized by Karate Manitoba shall be identified in the Council Standing Rule entitled "Recognized Styles".
- 5.0 Member.** In this or any other by-law, unqualified use of the term Member is meant to imply Regular or Associate Member.
- 6.0 Club.** In this or any other by-law, Club shall mean a group of individuals meeting regularly for the purpose of practicing karate with at least one instructor and five students.
- 7.0 Act.** In these By-laws, Act shall mean the Corporations Act of Manitoba.
- 8.0 Severability.** All the By-laws of the Corporation are severable, in that if one by-law, paragraph or article is found to be illegal or invalid for any reason whatsoever, than such an illegality or invalidity shall not affect any other by-law, paragraph or article.
- 9.0 Titles.** The titles, headings, and article numbers are for convenience only and do not constitute any part of the By-laws.

Article #3 Membership

Categories of Membership

- 1.0 The Membership of Karate Manitoba shall consist of Club members, Regular members, Youth members and Associate members.
- 1.1 The Board may, at its discretion, admit Honorary and Special members, according to the provisions of the by-laws. The Board may also, at its discretion, admit Life members, who shall be deemed Regular Members or Associate Members as defined by the by-laws.
- 1.2 All Regular and Associate members of Karate Manitoba shall be entitled to vote in Karate Manitoba elections, to notice of, and to attend and vote at, General Meetings of the members.
- 1.3 Unless otherwise specified, all members shall be entitled to the rights and privileges established in the by-laws.

Admission of Members

- 2.0 No individual or group shall be admitted as a member unless they have paid membership fees as determined by the Board, have completed the required application form as set forth by the Board, and are approved by the Board as a member.
- 2.1 No applicant will be refused membership on the grounds of sex, race, colour or religious belief.
- 2.2 The membership year for the Corporation shall be October 1 to September 30.

Club Membership

- 3.0 A Club that is eligible for Club Membership may apply for Membership in Karate Manitoba and, upon payment of the prescribed fee, which may from time to time be determined by the Board, shall be accepted as a Club Member of Karate Manitoba.
- 3.1 To be eligible for Membership in Karate Manitoba, a Club must include in its membership at least one instructor and one student, both of whom are bona fide practicing students of Karate and are each either a Canadian or a Landed Immigrant prior to acceptance of Membership in Karate Manitoba.
- 3.2 Where a Club is admitted to Membership in Karate Manitoba, it shall serve a one year period of probation, which can be waived by a motion of the Board.
- 3.3 Regular and Associate Members that are members of a Club serving a period of probation shall not have any voting rights within Karate Manitoba.
- 3.4 Regular and Youth Members that are members of a Club serving a period of probation may attend and participate in Karate Manitoba sanctioned events.
- 3.5 Upon completion of the period of probation of a Club, each member of Karate Manitoba in that Club is entitled to all the rights and privileges according to their individual Membership category.
- 3.6 A Club Member is entitled to notice of General Meetings of the Members, but is not entitled to vote at General Meetings of the Members.

Regular Membership

- 4.0 An individual who is eligible for Regular Membership may apply for membership in Karate Manitoba and, upon payment of the prescribed fee, which may from time to time be determined by the Board, shall be accepted as a Regular Member of Karate Manitoba.
- 4.1 No person shall be admitted as a Regular Member of Karate Manitoba unless that person is either a Canadian or a Landed Immigrant residing in Manitoba.
- 4.2 No person shall be accepted as a Regular Member unless he is a bona fide practicing student of Karate under an instructor eligible for Regular Membership or is such an instructor.
- 4.3 No person shall be accepted as a Regular Member of Karate Manitoba unless they are members or an instructor of a Club Member.
- 4.4 Only person 13 years of age or older will be accepted as Regular Members.
- 4.5 No person shall be accepted as a Regular Member of Karate Manitoba who has at anytime been convicted of a criminal offence involving violence unless specifically approved by the Board.
- 4.6 A Regular Member that is a member of a Club not serving a period of probation is entitled to notice of, and to one vote at any General Meeting of the Members.

Youth Membership

- 5.0 Upon payment of the prescribed fee, which may from time to time be determined by The Board an individual is eligible for Youth Membership.
- 5.1 A Youth Member shall be a person who is 12 years of age or younger at the time of admission into Karate Manitoba but who otherwise fulfils all the requirements of a Regular Member.
- 5.2 A Youth Member shall automatically become a Regular Member upon attaining the age of 13.
- 5.3 A Youth Member is not entitled to notice of, or to vote at General Meetings of the Members.

Associate Membership

- 6.0 Any eligible person may apply for Associate Membership to Karate Manitoba. An Associate Member may be admitted to Karate Manitoba upon payment of the prescribed fee as determined from time to time by The Board.
- 6.1 To be eligible for Associate Membership, an individual must be eligible for Regular Membership except that they need not be actively training in Karate.
- 6.2 To be eligible for Associate Membership, an individual must be affiliated with a Club Member.
- 6.3 An Associate Member may not participate in any Competition or similar event.
- 6.4 An Associate Member that is a member of a Club not serving a period of probation is entitled to notice of, and to one vote at any General Meeting of the Members.

Honorary Membership

- 7.0 The Board may from time to time grant Honorary Membership to any persons, associations, or corporations as the Board may from time to time decide.
- 7.1 Honorary members shall not be entitled to vote, but shall receive notice of, and may attend all General Meetings of Karate Manitoba.

- 7.2 Honorary Members shall not participate in any distribution of the property of Karate Manitoba, and they shall be exempted from any membership fees or dues.

Life Membership

- 8.0 The Board may from time to time grant the distinction of Life Membership to any Regular Member or Associate Member as it may determine.
- 8.1 A Life Member shall be deemed to be a Regular Member or an Associate Member, as the case may be, for all purposes, and, specifically, a Life Member that is a member of a Club not serving a period of probation is entitled notice of, and to one vote at any General Meeting of the Members.
- 8.2 Life Members shall be exempted from any membership fees or dues.

Special Membership

- 9.0 Persons who do not meet the requirements for Regular Membership, but who wish to participate in a Karate Manitoba sanctioned event, may apply in writing to the Board for permission to participate.
- 9.1 The Board may, by a two-thirds majority vote, grant permission to such an individual to participate in a specified event upon any terms and conditions that the Board may set and upon payment of a fee to be prescribed by the Board.
- 9.2 Such Special Membership shall be limited to participation in a specified event and shall carry no further rights or privileges in Karate Manitoba, and, specifically, a Special Member is not entitled to notice of, or to vote at General Meetings of the Members.

Good Standing

- 10.0 A member of the Corporation shall be in Good Standing provided that:
- a) he has paid his Membership fees for the current Membership year;
 - b) he has been accepted as a member by the Board;
 - c) he owes no outstanding Membership fees or other debt to the Corporation;
 - d) he has not ceased to be a member;
 - e) he has not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed upon him;
 - f) he has complied with the Constitution, By-laws, policies, rules and regulations of the Corporation;
 - g) he is not subject to a disciplinary investigation or action of the Corporation, or if subject to disciplinary action previously, he has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Corporation.
- 10.1 Members who cease to be in Good Standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of Good Standing set out above.

Resignation

- 11.0 Members may withdraw from Membership by giving written notice to the Head Office. On receipt of the said notice by the Head Office, the applicant shall no longer be a member. Members who have withdrawn shall remain liable for payment of any assessment, dues, or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation. Any member resigning from Karate Manitoba shall not be entitled to any refund of fees paid.

Arrears

- 12.0 A member who has failed to pay his membership dues thirty days after demand has been made therefore shall cease to be a member upon notification to that effect, but may be re-admitted upon paying all arrears.

Disputes

- 13.0 No member or any person associated with a member shall refer disputes with the Corporation or its members to a court of law, but shall be required to submit any disagreements to the jurisdiction of Karate Manitoba.

Article #4

Discipline of Members

Discipline

- 1.0 In addition to suspension or expulsion for failure to pay membership dues, a member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of members.

Suspension by Club

- 2.0 Where a member is suspended by their Club, that person's membership in Karate Manitoba shall be suspended immediately and shall continue to be suspended until he is reinstated by his Club. A suspended member may appeal to the Board and, if the appeal is granted, shall be reinstated provided they otherwise fulfil the requirements of their Membership category.

Suspension by Board of Directors

- 3.0 The Board of Directors may suspend any member on one or more of the following grounds:
- a) Failure to comply with the Constitution, By-laws, policies, rules and regulations of Karate Manitoba;
 - b) Action contrary to the standards of behaviour and ethics of Karate-Do;
 - c) Actions determined by the Board to be detrimental to the interest and reputation of Karate Manitoba;
 - d) Participation in any public bout or competition not sanctioned by Karate Manitoba or a Recognized Style without prior written permission of Karate Manitoba;
 - e) Participation in any unnecessary brawl or other form of fighting or use of Karate other than for self-defence, sport committee, demonstration or teaching purpose;
 - f) Conviction of a criminal offence involving violence.
- 3.1 A Board of Directors meeting shall be called to consider a suspension pursuant to the above.
- 3.2 Any member that is being considered for suspension by the Board of Directors must be given ten clear days notice of the charges and the place and time of the Board of Directors meeting at which the question of suspension will be heard.
- 3.3 Such member may appear in person or in writing to explain the breach of conduct.
- 3.4 After giving the member an opportunity to be heard The Board may suspend the member upon a two-thirds majority vote of the members of The Board who are present at the hearing and the decision of The Board is final.
- 3.5 Notwithstanding the previous paragraph, The Board may, at any time, rescind a suspension by a two-thirds majority vote of the members present, provided that such recitation shall not take effect until ratified by the membership at a General Meeting.

Definition of Suspension

- 4.0 Suspension shall mean the withdrawal of the rights and privileges of membership in Karate Manitoba to the extent and for the period of time determined by the suspending body. During his suspension of membership, a member shall not be considered a member in Good Standing.
- 4.1 Any suspension shall state the extent of withdrawal of rights and privileges, the length of the suspension, any conditions for behaviour during the suspension period, and conditions for reinstatement to full membership.

- 4.2 A suspension may be for life, but such suspension shall not preclude the member of club involved from re-applying for membership.

Suspension of Clubs

- 5.0 The Board of Directors may suspend any club of Karate Manitoba on one or more of the following grounds:
- a) Failure to comply with the Constitution, By-laws, policies, rules and regulations of Karate Manitoba;
 - b) Action contrary to the standards of behaviour and ethics of Karate-Do;
 - c) Actions determined by the Board to be detrimental to the interest and reputation of Karate Manitoba;
 - d) Participation in any public bout or competition not sanctioned by Karate Manitoba or a Recognized Style, or not conducted according to the rules of Karate Manitoba or a Recognized Style for such bouts or competitions, without prior written permission of Karate Manitoba;
 - e) Permitting an individual who has at anytime been convicted of a criminal offence involving violence to continue as a member of the Club, unless specifically approved in writing by the Board;
 - f) Failure to enforce the rules of Karate Manitoba or a Recognized Style at any public bout or competitions sponsored by the Club.
- 5.1 Any Club that is being considered for suspension must be given ten clear days notice of the charges and the time and place of the Board of Directors meeting at which the question of suspension will be heard.
- 5.2 The Club may appear by sending a representative or in writing to explain the breach of conduct.
- 5.3 After giving the Club an opportunity to be heard, the Board may suspend a Club upon a two-thirds majority vote of all the members of the Board who are present at the hearing and the decision of the Board is final.
- 5.4 Notwithstanding the previous paragraph, the Board may, at any time, rescind a suspension by a two-thirds majority vote of the members present, provided that such recitation shall not take effect until ratified by the membership at a General Meeting.
- 5.5 The definition of suspension for a Club Member shall be the same as the definition of suspension for individual members.
- 5.6 The Membership of any individual, who is a member of a suspended Club, shall be deemed to be suspended except that, if they otherwise qualify for Membership in Karate Manitoba, they shall be permitted to seek membership in a different Club Member in which case their Membership in Karate Manitoba shall be automatically reinstated.

Notification

- 6.0 Where a member is suspended by the Board, all members of Karate Manitoba shall immediately be notified through the Karate Manitoba website.

Article #5

General Meetings

- 1.0 Annual General Meetings.** The Annual General Meeting of the Members shall be held each year, at such time within six (6) months of the end of the fiscal year at such place within Manitoba as the Board shall determine, for the purposes of (1) hearing reports and statements required by the Act, (2) appointing the auditor and fixing, or authorising the Board to fix, remuneration, (3) election of Directors and Officers and (4) the transaction of special business as may be properly brought before the meeting.
- 2.0 Special General Meetings.** A Special General Meeting may be called at any time during the year provided that due notice is served and that the meeting occurs within Manitoba.
- 3.0 Calling General Meetings.** The Board of Directors shall have the power to call at any time a General Meeting of the Members of the Corporation.
- 4.0 Requisition of Meeting.** Fifty (50) Members in Good Standing of the Corporation may requisition the Directors to call a Special General Meeting for any purpose connected with the affairs of the Corporation that is not inconsistent with the Act. The requisition for the meeting shall state the general nature of the business to be presented at the meeting and shall be signed by the members and deposited at the Head Office of the Corporation. The Directors shall then call a Special General Meeting of Members within twenty-one (21) days from the date of the deposit of the requisition and the date of the meeting shall be not more than forty (40) days after the date of the deposit the requisition. It is the duty of the President, with the Membership and Recruitment Officer, to verify the validity of the requisition and of each signature and to rule on the validity of the requisition.
- 5.0 Notice.** Notice of the time, place, and general nature of each General Meeting shall be given not less than twenty one (21) days nor more than fifty (50) days before the day on which the General Meeting is to be held to each Member, Director and auditor of the Corporation. Notice to members may be given by telephone, fax, mail, or email to each Regular, Associate and Honorary Member of Karate Manitoba. Notice may also be posted on the Karate Manitoba website and sent to each Club Member.
- 5.1** At least thirty (30) days notice must be given for any General Meeting, including Annual General Meetings, called to consider alterations, amendments or additions to the Constitution or By-laws.
- 5.2** Notice of an Annual General Meeting shall include a proposed agenda, and the call for nominations for the Board of Directors and Council. Members who wish to have new business placed on the agenda of a meeting shall forward to the Head Office notice of such new business so that the Head Office receives it at least twenty (14) days prior to the date of the Annual General Meeting. The agenda for the meeting along with the nominations for the Board of Directors and Council shall be circulated to the members electronically and posted on the Karate Manitoba website at least seven (7) days prior to the date of the Annual General Meeting.
- 5.3** Notice of a General Meeting at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Members to form a reasoned judgment thereon and the text of any special resolution to be submitted to the meeting.
- 6.0 Reports to Members.** A copy of the annual report to the members, including report of Officers, financial statement and the report of the auditor shall be available to any Member upon written request, including mail, fax or electronic, at least five (5) days before the annual meeting.

- 7.0 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 meetings and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be his last address recorded on the books of the Corporation.
- 8.0 Adjournments.** Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and any such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment is taken. Such adjournment may be made notwithstanding that no quorum is present.
- 9.0 Quorum of Members.** A quorum for the transaction of business at any General Meeting shall consist of not less than ten (10) members entitled to vote present in person or by proxy.
- 10.0 Procedure.** The Secretary shall preside as Chairperson of all Annual or General Meetings. In his absence the assembly shall elect a chair. Procedure at all Annual or General Meetings shall, except where otherwise set out in the By-laws, the Standing Rules, the Policies of the Corporation or in the Act, be according to Robert's Rules of Order.
- 11.0 Recording Secretary.** The Chair shall appoint a Recording Secretary to record the minutes of the meeting. The minutes shall be given to the Secretary at the end of the meeting.
- 12.0 Persons entitled to be present.** All Regular, Associate and Honorary Members of Karate Manitoba shall be entitled to attend a meeting of Members. Although not entitled to vote, the auditor of Karate Manitoba and others designated under provisions of the Act or the By-laws of Karate Manitoba may be present at the meeting. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.
- 13.0 Voting.** Every Regular and Associate Member in Good Standing shall be entitled to one vote at any General Meeting. If a Regular Member is unable to attend, he may appoint in writing another Member as a proxy. Such proxy shall be a Regular or Associate Member in Good Standing.
- 13.1** Voting at all General Meetings will be in accordance with Robert's Rules of Order unless otherwise specified in these By-laws. At General Meetings the Chair, if a Member, shall be entitled to vote on all motions. In the case of an appeal of the decision of the Chair, if there is a tie vote, the decision of the chair stands. A simple majority will be declared to exist if the number of votes in favour of a resolution exceeds the number of votes opposed. A two-thirds (2/3) majority will be declared if the number of votes in favour of a resolution equal or exceed twice the number of votes opposed. A three-fourths (3/4) majority will be declared if the number of votes in favour of a resolution equal or exceed three times the number of votes opposed.
- 13.2** All votes at a General Meetings shall be taken by ballot if so demanded by any Member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A Member may demand a ballot either before or after any vote by show of hands. Notwithstanding, election of Directors, Officers and Council shall be by secret ballot.
- 14.0 Proxies.** The instrument appointing a proxy may be in such form as the Board may from time to time designate and shall be received at the Head Office at least 48 hours, excluding Saturdays and holidays, preceding the General Meeting or an adjournment thereof for which the proxy is to be used.
- 15.0 Scrutineers.** At each General Meeting, one or more scrutineers may be appointed by a resolution of the meeting or by the Chair of the meeting. A scrutineer must be a Member of Karate Manitoba.

Article #6

Board of Directors

- 1.0 Responsibility.** The business of Karate Manitoba shall be the responsibility of the Board of Directors (hereinafter referred to as the “Board”).
- 1.1 Calling Board Meetings.** Meetings of the Board, including notice thereof, and rights to attendance thereat, shall be conducted in accordance with the by-laws. Meetings of the Board of Directors may be called by the President or Secretary, or by a petition of not less than fifty percent of the Members of the Board, or by any two Officers.
- 2.0 Notice.** Written notice, that includes a draft agenda, is to be sent by the President to the Directors at least seven (7) days prior to the meeting by telephone, facsimile, email or mail at their last address of record. An emergency meeting may be called with twenty-four (24) hours notice to deal with specific limited matters.
- 3.0 Errors in Notice.** No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings of said meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 4.0 Telephone Meetings.** A meeting of the Board may be held by telephone conference call. Where any Director is unable to attend a meeting in person, that Director may participate in the meeting by means of telephone and shall be considered having attending the meeting.
- 5.0 Electronic Meetings.** A meeting of the Board may be held electronically by email.
- 6.0 Resolution in Lieu of Meeting.** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Directors, shall constitute a meeting of the Directors and is as valid as if it had been passed at a meeting of the Directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.
- 7.0 Composition.** The affairs of the Corporation shall be managed by a Board of ten (10) Directors, each of whom at the time of his appointment and throughout his term of office shall be a Member of the Corporation. The Directors shall consist of the President, Secretary, Finance Officer, Fundraising Officer, Membership and Recruitment Officer, Marketing and Communications Officer, all *ex-officio*, and four at-large Directors.
- 7.1** The Chair of the Board shall be a Director of Karate Manitoba, selected or elected according to the by-laws and shall normally be the President. The Treasurer shall normally be the Finance Officer.
- 7.2** Resources for the Board shall include staff of Karate Manitoba, Sport Manitoba representatives, or any other person as determined by the Board.
- 7.3 Employees.** No paid employee of Karate Manitoba may serve on the Board.
- 8.0 Past President.** At the end of his term, the outgoing President shall automatically be appointed to one of the At-Large Director positions for a term of one year.
- 9.0 Qualifications of Candidates.** Each Director must be an individual, be at least be eighteen (18) years of age, may not have the status of a bankrupt. Each candidate for the Board of Directors shall be a Member of the Corporation.
- 10.0 Election of At-Large Directors.** At-large Directors shall be elected at an Annual General Meeting. Election shall be in accordance with the By-laws.

- 11.0 Term of Office.** The term of office for all Directors, except a Past President, shall normally run for two years from the end of the Annual General Meeting following their election to the end of the second subsequent Annual General Meeting, unless otherwise removed from office. Directors appointed to the Board during the normal term of office, shall hold office until the end of the next Annual General Meeting following their appointment. At all times, the term of At-Large Directors shall be such that the term of two of the At-Large Directors shall end in an even numbered year, and the term of two of the At-Large Directors shall end in an odd numbered year. Nothing in the by-laws shall prohibit any member, otherwise eligible, to hold office as a Board member for more than one (1) term.
- 12.0 Removal of Directors.** The Members may, by resolution passed with two-thirds (2/3) majority at a General Meeting for which notice has been given specifying intent to remove a certain Director, remove an at-large Director.
- 12.1** Any Member who is absent for any two consecutive meetings without cause or three Board meetings during the term of office regardless of cause can be removed from office and shall be replaced by a person appointed by the Board. In the event that the President is removed from office under the terms of the previous sentence, the Vice-President shall replace that person. The Board of Directors would then appoint a new Vice-President.
- 12.2** Any Member who resigns from Council is deemed to have resigned from the Board.
- 13.0 Vice-President.** At the first meeting of the Board of Directors, the Directors shall elect, from amongst the Officers, a Vice-President. The Vice-President shall, in the absence of the President, perform the duties and exercise the functions of the President.
- 14.0 Vacancies.** Vacancies on the Board of Directors, however caused, may be filled by an election or at a General Meeting.
- 14.1** Vacancies caused by the resignation or removal of an At-Large Director may be filled by an appointment by the Board.
- 15.0 Powers of Directors.** The Directors of the Corporation shall administer the affairs of the Corporation in all things that make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its articles or otherwise authorised to exercise and do.
- 15.1** Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and condition as they may deem advisable.
- 15.2** Except as provided in the Act, the Board shall have the authority to interpret any provision of these By-laws which is contradictory, ambiguous or unclear.
- 15.3** The Board of Directors shall manage the affairs of Karate Manitoba and fix the budget of Karate Manitoba including all fees for membership and other fees. All expenditures of funds must be authorised by the Board either through the budget or in the case of irregular purchases in excess of \$500 by specific motion.

- 16.0 Duties of Directors.** It shall be the duty of all Directors to:
- a) attend all meetings of the Board,
 - b) be familiar with the Articles of Incorporation, the By-laws and the previous business of the Board,
 - c) act in a responsible manner in conducting the affairs of Karate Manitoba,
 - d) be a Member in good standing, and,
 - e) serve on at least one Karate Manitoba committee, subject to vacancies.
- 17.0 Quorum.** A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.
- 18.0 Procedure.** The Directors may consider or transact any business either special or general at any meeting of the Board. The procedure at Board meetings shall follow Robert's Rules of Order and the Standing Rules of the Board, where applicable.
- 19.0 Attendance.** Attendance is restricted to Board members. Anyone with permission of the Chair may attend the meeting. Anyone, with permission of the Chair may make a 5 minute presentation to the Board on an issue of concern. The Board may vote to go into confidential session and exclude all non-Directors from the meeting. The President may unilaterally move the meeting into confidential session only to discuss the need for an extended confidential session.
- 20.0 First Meeting of the New Board.** Each newly elected Board shall have its first meeting within forty-five (45) days of the end of the Annual General Meeting. It shall be the responsibility of the outgoing President and Secretary to call this meeting.
- 21.0 Voting.** Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director shall have one vote on all questions at meetings of the Directors. No proxies shall be allowed at meetings of the Directors. In case of an equality of votes, the Chair, in addition to his original vote, shall have a second or casting vote. All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried or not carried, and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, his duties may be performed by the Vice President, or such other Director as the Board may from time to time appoint for the purpose.
- 22.0 Shall Indemnify.** Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of Karate Manitoba, and his heirs, executors and administrators, and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of Karate Manitoba from and against all costs, charges, expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any actions, suit or proceeding which is brought, commenced and prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability, and against all other costs, charges and expenses which he sustains or incurs in or about in relation to the affairs of Karate Manitoba.
- 23.0 Shall Not Indemnify.** Directors and Officers shall not be indemnified if any of the above has occurred through his own wrongful and wilful act, neglect or default.

- 24.0 Protection of Directors and Officers.** Except as required by the Act, no Director or Officer of Karate Manitoba shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipts or other act of conformity, or for any loss, damage or expense happening to Karate Manitoba through insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of Karate Manitoba, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested, or any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or corporation, including any person, firm or corporation with whom any of the monies, securities or effects of Karate Manitoba shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or assets belonging to Karate Manitoba, or for any loss occasioned by any error of judgement or any oversight on their part, or any other loss, damage or misfortune whatever, which may happen in the execution of the duties of their office or trust in relation thereto, unless the same shall happen by or through his own wrongful and wilful act, neglect or default.
- 25.0 Standing Committees of the Board.** Standing committees shall include the Audit Committee and Finance Committee and any other committees determined by the Board. Standing Committees of the Board shall report to the Board through the Chair and shall have Duties and Powers and Term of Office as defined in Board Standing Rules. Standing Committees shall be created as needed by the Board, and as mandated in the Board Standing Rules entitled “Standing Committees of Board”. Members of Standing Committees who do not take an active part in the work of the Committee may be replaced at the request of the Chair and the approval of the Board. Standing Committees have no executive authority. The President, or his delegate, shall be an ex-officio member without voting rights, of all Standing Committees except the Audit Committee.
- 26.0 Conflict of Interest.** A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, shall refrain from voting or speaking in debate on such contract or transaction, shall refrain from influencing the decision on such contract or transaction, and shall otherwise comply with the requirements of the Act regarding conflict of interest. No Director, Officer or member of a committee shall attempt to promote a private or personal interest for himself or some other person, which results in an interference with the objective exercise of his responsibilities, or gains and advantage by virtue of his position with Karate Manitoba.
- 27.0 Remuneration of Directors.** The Directors shall receive no remuneration for acting as such, but may receive reasonable expenses incurred by them in the performance of their duties and such honoraria as may be approved by the Board from time to time.
- 28.0 Notice of Change.** Upon any change of Directors, a notice of the change in prescribed form shall be filed with the Province of Manitoba within fifteen (15) days of the change.

Article #7

Council

- 1.0 Responsibility.** The program, social, and political body of Karate Manitoba shall be the Programs Council (hereinafter referred to as the "Council").
- 1.1 Calling Meetings.** Meetings of the Council shall be held at least two times per year, at such time and place in Manitoba that is selected by the Council. Other Council Meetings may be called by the President or Secretary, by a motion of the Board, or by a petition of not less than fifty percent of the Council.
- 2.0 Notice.** Notice of a Council meeting must be sent to each Member of Council at least thirty (30) days previous to the meeting. In the case of a meeting called by a petition, notice must be sent within fourteen (14) days of having received the petition.
- 3.0 Errors in Notice.** No error or omission in giving such notice for a meeting of Council shall invalidate such meeting or invalidate or make void any proceedings of said meeting. Any Councillor may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 4.0 Composition.** The voting Membership of the Council shall be composed of the Board of Directors, *ex-officio*. Council shall also consist of At-Large Councillors. In addition, the chair of each Standing Committee of Council shall have a voting seat on Council.
- 4.1** In addition, the full-time employees of the Corporation shall be non-voting Members of Council.
- 5.0 Qualifications of Candidates.** All members of the Council must be Regular or Associate Members of Karate Manitoba.
- 6.0 Standing Committee Chairs.** The Council shall appoint the chair of each Council Standing Committee from among the Members. No Officer may chair a Council Standing Committee.
- 7.0 At-large Councillors.** There shall be one at-large position for each provincial sport region (hereinafter "Region") recognized and funded by Sport Manitoba. At-large positions on Council shall be filled by a majority vote at a General Meeting, or by a majority vote of Council. Council elections shall be held in conjunction with the election for the Board of Directors, in accordance with the appropriate By-laws and Policies of the Corporation. An at-large Councillor for a Region must be a resident of that Region and would be elected only by Members of that Region.
- 8.0 Term of Office.** The term of office for at-large Councillors shall normally run from the end of the Annual General Meeting following their election to the end of the next Annual General Meeting. Councillors who join the Council during the normal term of office, shall, unless otherwise removed from Council, hold office until the next Annual General Meeting following the date on which they joined.
- 9.0 Removal of Councillors.** Any Councillor, who has missed three meetings in his term with or without apologies, is deemed to have resigned.
- 9.1** Any Councillor who has missed five meetings of a committee to which they are a Member during their term is deemed to have resigned.
- 9.2** Any Councillor may be removed by a majority vote at a General Meeting called for such a purpose.

- 10.0 Powers.** The Council shall form Offices and Standing Committees whose terms of reference shall be determined in By-laws and such other committees as it may think fit for conduct of its business, to co-operate with other bodies in the formation of joint committees, and delegate representatives to serve on bodies outside Karate Manitoba; determine program related Policies of the Corporation and delegate any of the Council's powers, while retaining the right of control.
- 11.0 Duties.** It shall be the responsibility of all voting Councillors to:
- a) attend all Council and General Meetings,
 - b) be familiar with the previous business of the Council,
 - c) act in a responsible manner in conducting the affairs of Karate Manitoba, and,
 - d) be a Member of at least one Karate Manitoba committee.
- 12.0 Quorum.** A quorum for the transaction of business at meetings of the Council shall consist of one third of the current Membership of Council.
- 13.0 Procedure.** The Chair of the Council shall be a member of the Council, selected or elected according to the by-laws. The Chair of all Council meetings is responsible for serving due notice, as well as keeping minutes.
- 13.1** Procedure at all meetings of Council shall, except where otherwise set out in the By-laws, in the Standing Rules of Council, or in the Act, be according to Robert's Rules of Order.
- 14.0 Attendance.** Non-members may attend meetings and, with permission of the Chair, may make a short presentation to Council on an issue of concern. The Council may vote to go into confidential session and exclude all non-Councillors from the meeting. The Chair may unilaterally move the meeting into confidential session only to discuss the need for an extended confidential session.
- 15.0 Voting.** The Chair of Council shall not normally have a vote. However, if the vote is split then the Chair shall cast the deciding vote.
- 16.0 Proxies.** No person may hold more than two (2) proxies from other Councillors at any Council Meeting. All Councillors may proxy to another Councillor. Additionally, committee Councillors may proxy to another Member of their committee.
- 17.0 Protection of Councillors.** Except as required by the Act, no Councillor of Karate Manitoba shall be liable for the acts, receipts, neglects or defaults of any other Councillor or for joining in any receipts or other act of conformity, or for any loss, damage or expense happening to Karate Manitoba through insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of Karate Manitoba, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested, or any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or corporation, including any person, firm or corporation with whom any of the monies, securities or effects of Karate Manitoba shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or assets belonging to Karate Manitoba, or for any loss occasioned by any error of judgement or any oversight on their part, or any other loss, damage or misfortune whatever, which may happen in the execution of the duties of their office or trust in relation thereto, unless the same shall happen by or through his own wrongful and wilful act, neglect or default.
- 18.0 Standing Committees of Council.** Standing committees shall be determined by the Council to facilitate the functioning of Karate Manitoba. Standing Committees of the Council shall report to the Council through the Chairperson and shall have Duties and Powers and Term of Office as defined in Council Standing Rules of the Council shall be created as needed by the Council, and as mandated in the Council Standing Rules entitled "Standing Committees of Council".

19.0 Remuneration of Councillors. The Councillors and committee members shall receive no remuneration for acting as such, but may receive reasonable expenses incurred by them in the performance of their duties and such honoraria as may be approved by the Board from time to time.

Article #8

Officers of the Corporation

- 1.1 Responsibility.** The administrative authority of Karate Manitoba shall be vested in the Executive of Karate Manitoba. Every Executive of Karate Manitoba shall be an ex-officio member of the Board.
- 1.2 List.** There shall be an Executive consisting of a President, a Secretary, a Finance Officer, a Marketing and Communications Officer, a Membership and Recruitment Officer and a Fundraising Officer.
- 2.0 Election of the Executive.** The Executive shall be elected each year at the Annual General Meeting held in accordance with these by-laws. The election of the Executive shall be normally held concurrently with the elections for the Council and the Board.
- 2.1** Any vacant Executive position can be filled by an election held at a General Meeting.
- 2.2** Any vacant Executive position however caused, not filled by an election, can be filled by a motion of Board.
- 3.0 Duties of the Executive.** The duties of the Executive shall be the following:
- 3.1 Duties of the President.** The President shall
- a) sit ex-officio on the Finance and Governance Committees,
 - b) be informed and available to all Karate Manitoba committees, and attend these particular meetings of the committees if a request is made by the committee chairs,
 - c) submit a full report to the Annual General Meeting of the activities of Karate Manitoba for the preceding year,
 - d) supervise the permanent staff,
 - e) Chair and set the agenda for the Board of Directors,
 - f) be responsible for all Executive positions that are vacant,
 - g) be the primary representative of Karate Manitoba,
 - h) represent Karate Manitoba to the general community, and,
 - i) be responsible to, and report regularly to, the Board and Council.
- 3.2 Duties of the Secretary.** The Secretary shall
- a) Chair the Council, Audit Committee and Governance Committee,
 - b) be responsible for the notice, agenda and minutes for all Board, Council and General Meetings,
 - c) maintain information on the Board and Audit Committee,
 - d) keep, or cause to be kept, an accurate copy of the By-laws, Standing Rules, and Policies of Karate Manitoba,
 - e) be familiar with the By-laws, Standing Rules, and Policies of Karate Manitoba, and advise the Executive, Board or Council regarding interpretation when required,
 - f) ensure that all actions of Karate Manitoba are in accordance with the By-laws, Standing Rules, and Policies of Karate Manitoba,
 - g) keep information on all Karate Manitoba committees,
 - h) set the agenda for and keep all information on the Council,
 - i) be familiar with the Act and ensure that all actions of Karate Manitoba are in accordance with the Act,
 - j) perform all required government filings on behalf of Karate Manitoba,
 - k) transact all correspondence and generally discharge the duties of a secretary, and
 - l) be responsible to, and report regularly to, the Board and Council.

- 3.3 Duties of the Finance Officer.** The Finance Officer shall
- a) Chair the Finance Committee,
 - b) sit ex-officio on the Fundraising Committee,
 - c) assist the President in supervising the permanent staff,
 - d) be responsible for the preparation of an annual budget for approval by the Council and Board,
 - e) oversee the keeping of accurate financial records for Karate Manitoba,
 - f) under the direction of the Board and in cooperation with the appropriate officer oversee any special investments of Karate Manitoba,
 - g) monitor all deposits and investments of Karate Manitoba,
 - h) be responsible for all funds of Karate Manitoba, depositing same promptly in a chartered bank or trust company in Manitoba in the name of Karate Manitoba,
 - i) render to the Board at least once each quarter, a statement of income and expenses of the previous quarter and a summary of the assets and liabilities of Karate Manitoba,
 - j) render to the Council at least twice each year, a statement of income and expenses of the previous two quarters and a summary of the assets and liabilities of Karate Manitoba,
 - k) report and make suggestions to the President, Executive, Council and Board about the services of Karate Manitoba,
 - l) be responsible to, and report regularly to, the Board and Council.
- 3.4 Duties of the Marketing and Communications Officer.** The Marketing and Communications Officer shall
- a) Chair the Marketing and Communications Committee,
 - b) assist officers in the promotion of Karate Manitoba,
 - c) assist standing committees of the Council in the promotion of their activities,
 - d) ensure that members are represented on committees, and keep information on such committees,
 - e) be responsible to, and report regularly to, the Board and Council.
- 3.5 Duties of the Membership and Recruitment Officer.** The Membership and Recruitment Officer shall
- a) Chair the Membership and Recruitment Committee and the Standards and Discipline Committee,
 - b) keep an up-to-date register of the names, addresses, rankings, certifications, and other information as required, of all members of Karate Manitoba,
 - c) issue membership cards and membership lists to Clubs,
 - d) coordinate the preparation of a member newsletter,
 - e) assist standing committees of the Council in the promotion of their activities, and,
 - f) ensure fair representation of the members on committees,
 - g) submitting the list of new membership applications to the Board for approval,
 - h) be responsible to, and report regularly to, the Board and Council.
- 3.6 Duties of the Fundraising Officer.** The Fundraising Officer shall
- a) Chair the Fundraising Committee,
 - b) sit ex-officio on the Marketing and Communications Committee,
 - c) coordinate Karate Manitoba fundraising, and,
 - d) assist officers in the promotion of Karate Manitoba,
 - e) assist standing committees of the Council in fundraising for their activities,
 - f) provide assistance to members in fundraising for their activities,
 - g) be responsible to, and report regularly to, the Board and Council.
- 4.0 Remuneration of Officers.** The Officers shall receive no remuneration for acting as such, but may receive reasonable expenses incurred by them in the performance of their duties and such honoraria as may be approved by the Board from time to time.

- 4.1** No person may hold more than one (1) Executive position. In the event that one Executive position is vacant, any other Executive who performs the functions associated with the vacant office shall not be entitled to any stipend due to the vacant office.
- 5.0** **Term of Office.** The term of office for all Officers shall normally run for two years from the end of the Annual General Meeting following their election to the end of the second subsequent Annual General Meeting, unless otherwise removed from office. Officers appointed to the Board during the normal term of office, shall hold office until the end of the next Annual General Meeting following their appointment. Nothing in the by-laws shall prohibit any member, otherwise eligible, to hold office as an Executive member for more than one (1) term.
- 6.0** **Removal of Officers.** The Members may, by resolution passed with two-thirds (2/3) majority at a General Meeting for which notice has been given specifying intent to remove a certain Officer, remove an Officer.

Article #9

Financial Authorisation

- 1.0** Deeds, transfers, assignments, contracts, obligations, certificates, cheques or other instruments may be signed or executed on behalf of the Corporation by two people who hold the office of any of President, Secretary, Finance Officer, or other office created by resolution of the Board. In addition, the Board may direct the manner in which a particular instrument or class of instruments may be signed or executed.

Article #10

Removal of Director or Officer from Office

- 1.0** A Karate Manitoba Director or Officer may only be removed from office for cause. Cause is to be understood in relation to the duties of the any Director or Officer as indicated by all relevant Karate Manitoba By-laws, Policies, and Board and Council Standing Rules. Causes for removal include negligence, incompetence, unprofessional conduct, and the inability to maintain the confidence of the members of Karate Manitoba.
- 2.0** In cases where the Council becomes aware of problems, for example through a petition of Karate Manitoba membership, the Council, with a simple majority vote, can establish a committee to investigate these concerns.
- 3.0** The membership of this committee shall consist of 3 members of which 1 is a Councillor but not a Director or Officer and 2 who are Board members. The Chair of this committee shall be determined by a majority vote of Council.
- 4.0** The committee shall initially seek to mediate the situation as quickly as possible.
- 5.0** If reconciliation fails or is inappropriate, the committee should determine whether there is sufficient evidence to warrant an inquiry into whether there is cause for removal. The Director or Officer in question should be informed in writing of the committee's decision and the basis for it, and be given the opportunity to respond.
- 6.0** The committee will then bring the evidence, together with the Director's or Officer's response, before the Council. If the Council believes that formal proceedings are necessary, the Council, by a simple majority vote, shall set up a formal impeachment inquiry.
- 7.0** The membership of the hearing committee shall consist of 3 members of which 1 is a Councillor but not a Director or Officer and 2 who are Council members. The Chair of this committee shall be determined by a majority vote of the Council. No Officer shall be a member of the Impeachment Inquiry.
- 8.0** At the same time as the impeachment inquiry, the Council, by a simple majority vote, may choose to suspend the Director or Officer, without prejudice, financial or otherwise, for the period of the inquiry and is compatible with the principles of natural justice.
- 9.0** In the event that a Director or Officer has been temporarily suspended, the Council may appoint a member to temporarily fulfil the duties and obligations of the Board or Executive position, until the conclusion of the impeachment inquiry.
- 10.0** The hearing committee shall decide the details of the Impeachment Inquiry. However, in all its proceedings the hearing committee shall be guided by the principles of natural justice. In particular, it shall make sure that the Director or Officer has full knowledge of every charge, and has every opportunity to respond to these charges.
- 11.0** On completion of its work, the hearing committee shall report to the Council with a recommendation, supported by reasons, that the Director or Officer either (1) continue in office (or be reinstated if temporary suspension has occurred), or (2) be removed for cause.
- 12.0** If the hearing committee has recommended that the Director or Officer be removed for cause, the Council, with 2/3 majority vote of the Council, can remove that individual from office.
- 13.0** A vacancy created by the removal may be filled in the manner specified in these By-laws.
- 14.0** This By-law does not preclude the Membership from removing a Director or Officer from office at a General Meeting in which due notice has been given, as described in these By-laws.

Article #11

Audit

- 1.0 Examination of accounts.** The accounts of Karate Manitoba shall be audited annually by a licensed and recognized accounting firm and such auditor shall be appointed by the Members at each Annual General Meeting.
- 2.0 Vacancy.** The Board may fill any casual vacancy in the office of the auditor, but no member of the Board or Officer of Karate Manitoba may be appointed auditor.

Article #12

Amendment of By-Laws

- 1.0** By-laws may be adopted, amended or repealed at any General Meeting of the members with a two-thirds (2/3) majority of the votes cast at such a General Meeting provided that such By-laws do not contradict the Act or the terms and conditions of Sport Manitoba relating to provincial sport organizations.
- 1.1** The Board and the Council may adopt, amend or repeal standing rules according to the provisions described in the by-laws and standing rules of the Board and/or Council, wherever applicable.

Ratified by the Members and Enacted February 10, 2007.

Meron Solonyinka, President

Daniel Piché, Secretary