

# **Nova Scotia WTF TaeKwonDo Association**



## **Constitution & By laws**

**By Laws – 1994**

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1. **DEFINITIONS:** In these by-laws unless there be something in the subject or context inconsistent therewith;
- (a) **Directors** of this Organization shall be referred to as the Board of Directors. The Executive Committee will consist of the President, Vice President, Secretary, Treasurer and Immediate Past President. The Board of Directors will include the Executive Committee and no more that twenty – five (25) directors for a total of twenty – nine (29) seventeen.
  - (b) **He** shall include the masculine as well as the feminine.
  - (c) **Registrar** means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - (c) **Rules** shall refer to Roberts Rules or Order for Meetings.
  - (d) **School** means the location where the same instructor personally teaches students or instructors on a continual basis entitled to membership in the association.
  - (e) **Society/Association** means **THE NOVA SCOTIA WTF TAEKWONDO ASSOCIATION**.
  - (g) **Special Resolution** means a resolution passed by not less than three-fourths (3/4) of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given.
  - (h) **Representative** means the appointed delegate, from each member school, so entitled to hold office and act on its behalf in all matters pertaining to the association.

2. **MEMBERSHIP**

- a. The subscribers to the Memorandum of Association and such others as shall be admitted to membership in accordance with these BY-LAWS, and none others, shall be members of the association, and their names shall be entered in the registry of members accordingly.
- b. Members of the Board of Directors of the association can accept applications. They shall be submitted to the Secretary and then to the Executive Committee for consideration at the next meeting of the Executive Committee held after such acceptance. Acceptance or rejection of any application shall be by a simple majority vote giving due consideration to the personal qualifications of the applicant as set out in the membership policy and procedure for the association.
- c. Membership in the association shall not be transferable.

### **3. NUMBERS**

For the purposes of registration the numbers of the association is unlimited

### **4. ENTITLEMENT: Attendance & Voting**

- a. Application for membership in the association shall be as outlined in the association membership policy and as amended from time to time.
- b. Every member of the association in good standing shall be entitled to attend any meeting of the association.
- c. Regular members only are entitled to vote at all general and annual meetings of the association.
- d. No Proxy voting will be permitted

### **5. MEMBERSHIP TYPES:**

- a. **REGULAR MEMBERS** shall be those schools, which operate in the Province of Nova Scotia, approved by the board of directors of the association and in good standing.
- b. **ASSOCIATE and CORPORATE MEMBERS** shall be those persons, firms, corporations, distributors, associations or manufacturers who are not eligible for active membership, but are interested by vocation in the association and its memorandum of association. An associate member will not have a vote within the association.
- c. **INACTIVE MEMBERS** are those Regular, Associate and Corporate members who have had their membership lapse or revoked by the registrar or Board of Directors.
- d. **HONOURARY MEMBERS** are those persons approved by the Board of Directors who have shown exemplary service or contributed significantly to the principles on which the association stands. An Honorary Member shall not have voting privileges.
- e. All Regular Members that currently fall outside the scope of the above definitions shall remain regular members until such time as they cease to be active according to these by-laws.
- f. All member schools, firms, corporations, distributors, associations or manufactures shall appoint a representative who shall attend meeting of the association on their behalf.

### **6. MEMBERSHIP FEES**

- a. The Board of Directors will control the fee rates for Regular Members, Associate Members and Associate/Corporate Members. The membership fee structure will be reviewed before the first general meeting of each year and presented to that meeting for members' approval.
- b. All membership fees shall be paid on or before January 1<sup>st</sup> of each year to the association Treasurer.

- c. A sixty – (60) day grace period will be granted for unpaid memberships. Continued failure to pay such outstanding dues as are owed will result in “Forfeiture of Membership”.

## **7. FISCAL YEAR**

The fiscal year of the association shall be at the calendar year extending the period from January 1<sup>st</sup>, in any year to December 31st in the following year.

## **8. MEETINGS: Frequency**

- a. The association will have no less than two meetings per fiscal year.
- b. The annual general meeting of the association shall be held within one hundred and twenty (120) days the end of each fiscal year of the association.
- c. An extraordinary meeting of the association may be called by the President or a quorum of directors at any time and shall be called by the directors if requisitioned by at least fifty percent (50%) of the members of the association.

## **9. NOTICE of MEETING**

Thirty- (30) days notice of a general meeting of the association specifying the place, day and hour of the meeting and in case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member or faxed at his last known address or by e-mail. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

## **10. MEETING RULES**

Meetings will be held and conducted in accordance with the latest edition of Roberts Rules of Order for Meetings.

## **11. QUORUM – ANNUAL/GENERAL MEETING**

No business shall be transacted at any annual or general meeting of the association unless a quorum of 1/3 the active members are present or in the case of a board of directors meeting 50% of the members at the commencement of such business.

## **12. ADJOURNMENT**

If within one-half hour from the time appointed for the meeting a quorum of members is not present the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case it shall be adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present it shall be adjourned.

## **13. VOTES OF MEMBERS**

- a. Every regular member (school) in good standing shall have one vote and no more.
- b. Votes will be conducted in accordance with the association policy on voting practice.
- c. The President of the association shall not have a vote excepting to cast a tie-breaking vote.

## **14. DIRECTORS: NUMBER**

Unless otherwise determined by general meeting the number of directors shall not be less than ten (10) or more than twenty- five ( 25). The subscribers to the Memorandum of Association of the association shall be the first directors of the association.

## **15. ELIGIBILITY**

Any Regular Member in good standing of the association shall be eligible to be elected a director of the association.

## **16. APPOINTED/ELECTED**

- a. Regular Members, in good standing, shall elect directors at the Annual General Meeting of the association every second year.
- b. A director may be appointed to the Board of Directors from time to time to maintain a quorum for the Board of Directors.

## **17. TERM**

Directors / Officers will be elected / appointed to a two-year term of office. Officers shall serve no more that two (2) consecutive terms of office and may re offer only after having stayed from office for at least 1 term

**18. ORGANIZATIONS' REPRESENTATION**

The members shall elect as directors, representatives nominated by each of the schools that support the work of the association. Such representative elected, as director shall serve for the full term of office as indicated in article 17.

**19. ELECTION**

- a. Every second year at the Annual General Meeting all of the Directors/ Officers shall retire from office but shall hold office until dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election within the scope of article 17.
- b. For the purpose of election of officers, the office of President and Vice President shall be held in opposite years in order to maintain the continuity of the executive.

**20. OFFICE VACATED**

In the event that a Director/Officer resigns his office or ceases to be the representative of the member school whereupon his office as director shall be vacated, the vacancy thereby created may be filled by appointment for the un-expired portion of the term by the Board of Directors from among the eligible members of the association.

**21. REMOVE FROM OFFICE**

- a. The association may, by special resolution, remove any director or executive member before the expiration of the period of office and appoint another in his/her stead. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held office.
- b. Any Director/Officer that is not present for three consecutive meetings of the Board of Directors may be removed from the position by a majority vote of the Board Members.

**22. MEETING FREQUENCY**

Regular meetings of the board of directors shall be held as often as the business of the association may require or at the call of the President

**23. POWERS of DIRECTORS**

The management of the activities of the association shall be vested in the directors who in addition to the powers and authorities of these by-laws or otherwise expressly conferred upon them, may exercise all such powers, including the power to create committees and appoint or recruit individuals to such committees as necessary, and do all such acts and things as may be exercised or done by the association and are not hereby or by Statute expressly directed or required to be exercised or done by the association in general meeting.

## **24. OFFICERS**

- a. The Officers of the association shall be a President, Vice-President, Secretary and Treasurer and Past President.
- b. No member of the association may become eligible to hold out as an Officer of the association without having first serving one full term on the immediate Board of Directors.
- c. The role of Secretary and Treasurer may be held jointly or carried out by an Administrative Officer as appointed by the board of directors.
- d. No officer of the association may hold a position or be an officer of TaeKwonDo Canada during their term of office with the Nova Scotia TaeKwonDo does Association.

## **25. ROLLAND RESPONSIBILITIES: PRESIDENT**

- a. The membership shall elect a President, from those directors eligible, who have served in good standing on the Board of Directors for at least one full term.
- b. The President shall have general supervision of the activities of the association and shall perform such duties as may be assigned to him/her by the Board of Directors from time to time.
- c. The President of the association shall preside as Chairman at general meetings of the association
- d. If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same the members present shall choose someone of their number to be Chair.
- e. The President shall act as Chair at all general meetings and Board of Directors meetings.
- f. The President shall be ex officio member of all committees of the association.
- g. The President, when acting, as Chair shall have no vote except in the case of an equality of votes. In the case of equality of votes he/she shall have a casting vote.

## **26. ROLL AND RESPONSIBILITIES: VICE-PRESIDENT**

- a. The membership shall elect a Vice-President, from those directors eligible, who has served in good standing on the Board of Directors for at least one full year term.
- b. The Vice-President shall, at the request of the Board of Directors and subject to its direction perform duties of the President during the absence, illness or incapacity of the President or during such period as the President may request him/her to do so.

**27. ROLL AND RESPONSIBILITIES: SECRETARY**

- a. The membership shall elect a Secretary, from those directors eligible, who has served in good standing on the Board of Directors for at least one full term.
- b. The Secretary of the association shall keep the minutes of the meetings of the members and directors and shall perform such duties as may be assigned to him/her by the Board of Directors.
- c. If the directors think fit, the same person may hold both offices of Secretary and Treasurer.
- d. The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

**28. ROLL AND RESPONSIBILITIES OF THE TREASURER**

- a. The membership shall elect a Treasurer, from those directors eligible, who has served in good standing on the Board of Directors for at least one full term.
- b. The Treasurer shall maintain the financial records of the association and shall perform such duties as may be assigned to him/her by the Board of Directors.
- c. If the directors think fit, the same person may hold both offices of Secretary and Treasurer.

**29. ADJOURN MEETING**

The President may, with the consent of the meeting, adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless notice of such new business is given to the members.

**30. RESOLUTION CARRIED**

At any annual or general meeting, unless a poll is demanded by at least three (3) members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of the proceedings of the association shall be sufficient evidence of the fact without proof of the number or proportion of the members recorded in favor of or against such resolution.

**31. POLL DEEMED**

If a poll is deemed in manner aforesaid the same shall be taken in such manner as the President may prescribe and the result of such poll shall be deemed to be the resolution of the association in general meeting.

### **32. AUDIT OF ACCOUNTS**

The Board of Directors shall appoint a committee comprising of 3 members in good standing, directors, whom shall serve for the duration of the term of office of the society, from which they shall elect a chair, as auditor. Such committee shall provide an Audited Financial report at the annual General Meeting. Should they deem necessary a recommendation shall be made to the board of directors that a professional accountant is called upon to carry out the audit at the expense of the association.

### **33. AUDIT & FINANCE REPORT**

The Audit Committee as appointed, shall make a written report to the membership as to the financial position of the association upon the balance sheet and operating account. In every such report he/she shall state whether in his/her opinion the balance sheet is a full and fair balance sheet containing the particulars required by the association and properly drawn up so as to exhibit a true and correct view of the association's affairs and such report shall be read at the annual general meeting. An audited copy of the balance sheet showing the general particulars of its assets and liabilities and a statement of its income and expenses in the preceding year shall be filed with the Registrar within fourteen (14) days after the annual general meeting in each year as required by law.

### **34. REPEAL AND AMENDMENT OF BY-LAWS**

The association has the power to repeal or amend any of these by- laws by a special resolution passed in the manner prescribed by law.

### **35. MISCELLANEOUS**

The association shall file with the Registrar with its Annual Statement a list of its directors with their addresses; occupations and dates of appointment or election and within fourteen days of any change of directors notify the Registrar of the change.

### **36. SPECIAL RESOLUTION**

The association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

### **37. SEAL of the ASSOCIATION**

The seal of the association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

**38. CUSTODY & INSPECTION of MINUTES, BOOKS & RECORDS**

- a. Preparation of minutes, custody of the books and records and custody of the minutes of all meetings of the association and of the Board of Directors shall be the responsibility of the Secretary
- b. Any member at the Annual General Meeting or general meeting of the association may inspect the books and records of the association for the current year.

**39. EXECUTIVE: Legal Documents**

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the association by the President or the Vice-President and the Secretary/ Treasure or otherwise as prescribed by resolution of the Board of Directors.

**40. ADMINISTRATIVE OFFICER:**

The Board of Directors may appoint an individual, who may or may not be a member of the association to act in the capacity of Administrative Officer. Such person will be responsible for the day-to-day activity of the association and the combined duties of Secretary and Treasure.

# **SCHEDULE A**

## **MEMORANDUM OF ASSOCIATION OF THE NOVA SCOTIA WTF TAEKWONDO ASSOCIATION**

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1. The name of the society is “ The Nova Scotia WTF TaeKwonDo Association”
  
2. The objectives of the society are:
  - a. To improve public awareness of WTF TaeKwonDo as a sport and as a way of life.
  - b. To unify school throughout the province under the heading of The Nova Scotia WTF TaeKwonDo Association.
  - c. To acquire funding for the realization of the objectives of the society.
  - d. To hold real and personal property acquired by the society for the purposes of the society
  
3. If for any reason, the operation of the Society is terminated or dissolved and there remains at that time, after satisfaction of all its debts and liabilities, its remaining property shall be held in trust for a successor organization or distributed to charitable organizations which carry on their work solely in Canada and which are recognized under the Income Tax Act of Canada. Any such organization in existence at the time of dissolution whose objectives are substantially similar to those of the Society and which carries out or plans to carry out those objectives within Nova Scotia.