



KARATE
PEI

(KARATE PEI)

INCORPORATED (1975)

CONSTITUTION AND BYLAWS PASSED AND

AMENDED (Dec 10, 2016)

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CONSTITUTION

Article 1 Name

- 1.1 The name of the organization will be Karate PEI hereinafter referred to as "The Association".
- 1.2 The operating name shall be Karate PEI
- 1.3 The Association will be not-for-profit and without share capital, and as well, the Association shall be carried on without pecuniary gain to its members and that any profits of the Association shall be used in promoting its objects.

Article 2 Objectives

- 2.1 To serve as the official regulating and operating body of karate-related activities throughout the province of Prince Edward Island.
- 2.2 To foster, encourage, promote and administer the development and growth of karate and karate-related activities in the province of Prince Edward Island by:
 - 2.2.1 encouraging and promoting recreational and competitive karate
 - 2.2.2 developing new clubs across Prince Edward Island;
 - 2.2.3 developing membership;
 - 2.2.4 certifying coaches and officials;
 - 2.2.5 monitoring the individual clubs on Prince Edward Island.
- 2.3 To encourage participation of athletes at all levels, regardless of gender, age, and ability.
- 2.4 To endeavor to improve training, coaching and officiating standards at all opportunities.
- 2.5 To make all reasonable effort to ensure that karate on Prince Edward Island is competitive at both Regional and National levels.
- 2.6 To obtain sufficient funds for the successful operation of the Association and its affiliated programs, and to disburse such funds in a manner conducive to the well-being of the membership.
- 2.7 To hire or otherwise employ persons to assist in the fulfillment of its other objects and purposes.
- 2.8 To do all such other acts or things as are incidental or conducive to the attainment of the objects and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, Chapter C-14.

Article 3 Head Office

- 3.1 The Association shall be incorporated with its head office at the Sport PEI Building in the City of Charlottetown in the province of Prince Edward Island, or another location as determined by the executive at the annual general meeting.

Article 4 Remuneration

- 4.1 Members or executive members may be reimbursed travel and accommodation and other related expenses while representing the Association on official business, at the discretion of the executive.

Article 5 Dissolution

- 5.1 In the event of dissolution or the winding up of the Association, the procedure for dissolution shall be as provided for in the bylaws.

Article 6 Amendments to Constitution

- 6.1 Amendments, additions or alterations to the constitution must occur at the Annual General Meeting or a special general meeting called for that purpose. Members must receive at least 21 days' notice of the proposed change and at least 2/3's of the members who vote at the meeting must approve the change.

Bylaws

Article 1 Definitions

1.1 When interpreting any published rule or bylaw the words defined below shall apply:

Active Member - a person who registers with your organization and pays an annual fee;

Appeal - the process followed in accordance with published rules when a decision is unacceptable to an individual or Club member affected;

Approved by the Membership - the adoption of a motion by a majority of the votes cast by delegates present at an Annual General Meeting, or any General Meeting as convened by the Association;

Executive Meetings - are restricted to executive members only unless by invitation;

Club Membership - A group of individuals who are registered with the association and pay the annual fee;

Competition - one or more event(s) organized or recognized by a host;

Decision - any matter voted upon by the executive or membership of the Association;

Delegate - the individual identified as the representative of a member club to take part at general meetings and vote on their behalf;

Discipline - the process followed in accordance with published rules or policies to establish if an individual or organization has committed an offence;

Dojo Leader - is the head instructor of a club registered with the association;

Host - an organization responsible for a competition;

Instructor - is any individual who assists in instruction and is deemed so by the dojo leader;

Policy - a set of requirements adopted by the executive interpreting the intent of these By-Laws;

Procedure - a set of requirements adopted by the executive to implement a Policy;

Recorded Payment - a cheque or money order made payable to the governing association;

Article 2 - Membership & Affiliation

2.1 Affiliation

2.1.1 This Association shall be under the jurisdiction of and affiliated with KARATE CANADA.

2.1.2 The Association may affiliate with any other organization, which, in the opinion of the executive, benefits karate in Prince Edward Island.

2.2 Classification of Members

2.2.1 General membership - shall be open to all residents of Prince Edward Island. No applicant will be refused membership on the grounds of sex, race, color, religious beliefs or sexual orientation. All applicants

must be a member of a club that has club membership with the association.

2.2.2 KARATE PEI Club Membership – must be in good standing with the KARATE PEI and allows or permits members to compete in all KARATE PEI sanctioned events, except the National Karate Championships.

2.2.3 Karate PEI & KARATE CANADA Club membership - must be in good standing with the Karate PEI and allows or permits members to compete in all Karate PEI sanctioned events, including the National Karate Championships. All dojo leaders and members of the dojo must be registered with the Karate PEI and Karate Canada.

2.2.4 Dojo Leader – must be a member in good standing with the Karate PEI. The Dojo leader is responsible for the collection and forwarding of membership dues for all members of his club. All dojo leaders must have their application approved by the executive. All dojo leaders must have an annual valid criminal background check as supplied by the RCMP, which will be kept on file by the executive. All fees will be covered by Karate PEI.

2.2.5 Instructor – must be a member in good standing with the Karate PEI. Instructors are classified as such by their respective dojo leader. All instructors must have an annual valid criminal background check as supplied by the RCMP, which will be kept on file by the dojo leader. All fees for the required RCMP background check will be covered by Karate PEI.

2.2.6 General Member- must be a member 18 years or older at the time of the Annual General Meeting (AGM). Must be in good standing with the KARATE PEI and therefore has the right to vote at the AGM. The individual must be a member of a club as defined in 2.2.2 or 2.2.3, or is a member of the Executive.

2.2.7 Junior Member - must be a member under the age of 18 years at the time of the Annual General Meeting (AGM). Must be in good standing with the KARATE PEI and does not have the right to vote at the AGM. The individual must be a member of a club as defined in 2.2.2 or 2.2.3.

2.3 Admission of Members

2.3.1 Club Membership – The following criteria must be met in order to apply for a club membership to Karate PEI.

2.3.1.1 Application - Application must be made in writing to the executive of the association. The application must include;

- Application form
- Dojo leader credentials as outlined on the application form.
- Dojo leader valid criminal record background check
- Background of style taught
- Character reference
- A \$100 non-refundable application fee

2.3.1.2 Interview – Applicant may be required to be interviewed by the executive of Karate PEI for final approval.

2.3.2 General membership – General membership is achieved by being a member of a club that is in good standing with Karate PEI and has completed a probationary period of one year. The dojo leader for the respective club is responsible for the forwarding of membership fees.

2.3.3 Dojo Leader – To apply for admission to the KARATE PEI as a dojo leader, one must fulfill the requirements as outlined in 2.3.1. NCCP Training is required for dojo leaders. Insurance regulations require that each dojo leader maintain an up-to-date NCCP Certification. If an individual dojo leader is unsure of their

certification, they may contact the Provincial Department of Community and Cultural Affairs for this information. The KARATE PEI will reimburse dojo leaders for any NCCP training subject to submission of an applicable receipt.

2.4 Membership Fees

2.4.1 Membership Year

The membership year is September to August.

2.4.2 Setting Membership Fees

The executive decides annual membership fees for each category of members. This is subject to the approval at the Annual General Meeting, or other special general meeting.

2.4.3 Payment Date for Fees

The annual membership fees must be paid on or before October 31st of every year. With the payment of fees, the dojo leader must submit a completed KARATE PEI membership form of all members of that dojo. In the case of members joining after October 31st of that year, dojo leaders must submit the fees and completed KARATE PEI membership forms in order for the members to be in good standing. Any dojo members who have not paid their fees, will not be considered registered with the KARATE PEI, and as such will not receive any of the benefits or service provided, including insurance. Annual dues are payable no later than October 31st of any calendar year.

To ensure that all individual club members are insured, it is the responsibility of the dojo leaders to provide the treasurer of Karate PEI with a list of club members with payment of dues no later October 31st of each year. Only members whose names appear on club lists as provided by each dojo leader are insured. As new members join, it is the responsibility of the dojo leader to communicate the names of new members via email to the treasurer upon registration. Failure to do so will mean the individual club will be liable for any injury sustained by any non-registered club member.

Member joins between September – End December – full payment required

Member joins between January – end May - \$20 payable

Member joins between June – end August \$10 payable

2.4.4 Club membership not paid on Time

The paying of both club dues and club member dues to the KARATE PEI is the responsibility of the dojo leader. If the annual dues are not paid on time, the club, the members and the dojo leader are no longer members of the KARATE PEI in good standing, and as such forgo any of the benefits and service provided by the KARATE PEI, including insurance.

2.4.5 Refunding fees

There is no refund of fees.

2.5 Rights and Privileges of Members

2.5.1 Annual General Meeting (AGM) – All members have a right to attend the AGM, with adult members having the right to vote. All members have the right to receive notification of the AGM via their dojo leaders. All members have a right to speak at the AGM.

2.5.2 Attend sanctioned events – All members have, with the permission on their dojo leader, the right to attend KARATE PEI sanctioned events.

2.5.3 Insurance – All members have liability insurance, as provided by the insurance policy through Sport PEI.

2.5.4 Provincial Team – All members have the ability to try out for the Provincial Karate team and compete in

the National Karate Championship. Provincial team members may be partially funded for the National Karate Championships.

2.5.5 Officials Training – All members approved by the officials committee have the opportunity to obtain officials training and certification.

2.5.6 National Coaching Certification Program (NCCP) Training - All members approved by the executive committee have the opportunity to obtain NCCP training and certification.

2.5.7 Special Meetings – All members have the right to meet with the executive.

2.5.8 Atlantic Karate Championships - All members may be partially funded for participation in the Atlantic Championships.

2.5.9 Clinics – Member Clubs may be partially funded for the hosting of clinics. Application for the clinic must be made to the KARATE PEI executive prior to the date of the clinic.

2.5.10 Member in Good Standing

A member is in good standing when:

- (a) the member has paid membership fees or other required fees to the Association; and
- (b) the member is not suspended as a member as provided under Bylaw 2.7.
- (c) the member has completed a probationary period of one year without incident.

2.6 Resignation or Withdrawal of Membership

2.6.1 Resignation

- (a) Any member may resign from the association anytime by notifying their dojo leader. The dojo leader is responsible for notifying the KARATE PEI.
- (b) Once the notice is received, the members name is removed from the register of members. The member is considered to have ceased being a Member on the date his name is removed from the register of members.

2.6.2 Death

The membership of a member is ended upon his death.

2.6.3 Deemed Withdrawal

- (a) If a member club has not paid the annual membership and associated member fees by November 30th, the member club is considered to have submitted their resignation.

2.6.4 Fees or Debts

- (a) No refund of annual fees will be made to a member club upon the cessation of membership.
- (b) Although a member club ceases to be a member by resignation or otherwise, he is liable for any debts owing to the association at the date of ceasing to be a member.

2.7 Suspension of Membership

2.7.1 Decision to Suspend

The executive, at an executive meeting, may suspend a member or club member for an a period deemed appropriate by the executive, for one or more of the following reasons:

- (a) if the member has failed to abide by the bylaws, codes or policies of the association;
- (b) If any member has acted contrary to the standards of behavior and ethics of Karate-doh;
- (c) if the member has disrupted meetings or functions of the association; or
- (d) if the member has done or failed to do anything judged to be harmful to the association.

(e) If any member participates in any unnecessary brawl or form of fighting, or uses karate other than for self-defence, sport or teaching purposes.

(f) Conviction of a criminal offence.

2.7.2 The executive has the power to assign further suspensions.

2.7.3 Notice to the Member

(a) The affected member and the dojo leader will receive written notice of the executives intention to meet to decide whether the member should be suspended or not. The member and the dojo leader will receive at least two (2) weeks' notice by the executive meeting.

(b) The notice will be sent by registered mail to the last known address of the member and dojo leader shown in the records of the organization. An officer of the executive may also deliver the notices.

(c) The notice will state the grounds for why a suspension is being considered.

2.7.4 Decision of the Board

(a) The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

(b) The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

(c) The Board shall provide a written decision outlining its reasons for the decision.

2.8 Expulsion of Members

2.8.1 The Association may, by Special Resolution at an Executive Meeting, expel any Member for any cause which is deemed sufficient in the interests of the Association.

2.8.2 The Member being reviewed for expulsion has the right to have the expulsion vote occur at a Special General Meeting of the Association rather than the vote occurring at an Executive meeting.

2.8.3 The Executive will determine how the matter will be dealt with, and can provide the opportunity for the Member to submit a written submission to the Executive.

2.8.4 An expulsion can be passed by a two-thirds majority of the votes cast at a Special General Meeting, or a simple majority at an Executive meeting.

2.8.5 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.9 Appeals

(a) A member who is dissatisfied with a decision taken under either 2.7 or 2.8 may appeal that decision to Sport PEI.

Bylaw 3 - Meetings

3.1 The Annual General Meeting

3.1.1 The Association shall hold its Annual General Meeting no later than December 1st of each calendar year. The Executive shall set the place, day and time of the meeting.

3.1.2 The Secretary sends via registered mail or email to each Member Club, and those requesting the Special General Meeting at least ten (10) days prior. This notice states the place, date, time and purpose of the Special General Meeting.

- 3.1.3 Any member wishing to have an item of business placed on the agenda of the Annual General Meeting shall advise the Secretary of such, in writing, within seven (7) days of the notice being sent.
- 3.1.4 The Annual General Meeting shall be attended by all members of the Executive, and may be attended by any other active, associate or club member in good standing.
- 3.1.5 Agenda for the Meeting
 - (a) Roll Call, Credentials;
 - (b) Minutes of Previous Meeting;
 - (c) Business Arising from the Minutes;
 - (d) Presidents Report;
 - (e) Treasurers Report;
 - (f) Consideration of Amendments;
 - (g) Election of Officers and Directors;
 - (h) New Business;
 - (i) Adjournment

3.2 General Meetings

The Executive has the ability to call a General Meeting at any time during the season as required.

3.3 Special General Meetings

3.3.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- (a) by a resolution of the Executive to that effect; or
- (b) on the written request of one Dojo Leader. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- (c) on the written request of at least 50% of a club membership. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

3.3.2 **Notice**

The Secretary sends via registered mail to each Member Club, and those requesting the Special General Meeting at least ten (10) days prior. This notice states the place, date, time and purpose of the Special General Meeting.

3.3.3 **Agenda for Special General Meeting**

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

3.3.4 **Procedure at the Special General Meeting**

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

3.4 Quorum

What is the quorum for meetings?

3.4.1 At this time there is no quorum.

3.5 Proceedings at the Annual General or a Special General Meeting

3.5.1 **Attendance by the Public**

General Meetings of the Association are open to the public. Only Karate PEI members can vote on or pass motions during the AGM.

3.5.2 **Failure to Reach Quorum**

Not applicable at this time.

3.5.3 **Presiding Officer**

- (a) The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President.
- (b) If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present may choose one (1) of the Members to chair.

3.5.4 **Adjournment**

- (a) The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- (b) No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- (c) The Association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

Article 4 - Voting

4.1 Voting

4.1.1 Each adult Voting Member, in good standing, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least twenty-five percent (25%) of the voting Members present request it.

4.1.2 A majority of the votes of the Voting Members present decides each issue and resolution, unless the

issue needs to be decided by a Special Resolution.

4.1.3 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.1.4 Voting by proxy is not permitted.

4.1.5 The Executive members have a vote at both the Annual General Meeting and any Special General Meeting.

4.1.6 If a motion is tied, then the motion is defeated.

4.2 Failure to Give Notice of Meeting

4.2.1 Action taken at a General Meeting will be valid if:
(a) accidental omission to give notice to a Member Club; or
(b) any Member Club not receiving any notice; or
(c) any error in any notice that does not affect the meaning.

4.3 Written Resolution of All the Voting Members

4.3.1 No written resolutions are valid at this time.

Article 5 Governance – Executive

5.1. Executive

5.1.1 Executive Composition

The Board of Directors of the Association shall be:

- (a) President
- (b) Vice President(s)
- (c) Secretary
- (d) Treasurer
- (e) Past President (Optional)

5.2 Powers of the Executive

5.2.1 The Executive shall have full power to conduct all business on behalf of the Association.

5.2.2 The Executive may make policies, procedures and rules for managing the affairs of the Association.

5.2.3 The Executive may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.

5.2.4 The Executive may make policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly.

5.2.5 The Executive may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee;

5.2.6 The Executive may appoint or employ such persons as it deems necessary to carry out work of the Association; and

5.2.7 The Executive shall have the authority to interpret any word, term or phrase in this bylaw which is ambiguous, contradictory or unclear.

5.2.8 An Executive member may be called on to assume more than one role of the Executive, if necessary.

5.3 Election of Executive Members

5.3.1 All Executives of the Association shall be elected for a two year term.

5.3.2 All executive positions are limited to two consecutive terms.

5.3.3 It is preferable that only 2 of the executive positions are changed in any one year.

5.3.4 Any adult member may be nominated by a member or Executive

5.3.5 The office of Past President shall be filled only by the former President upon the election of a new President.

5.3.5 The removal from office of any member of the Executive shall require a majority of those present at a Special General meeting called for that purpose.

5.3.6 Any candidate running for election for a position on the Executive shall be given a maximum 5 minutes to speak to the voting members prior to the vote being taken. The candidate may decline to use this opportunity if he/she wishes.

5.3.7 In the event of a vacancy occurring mid-term, the Executive may appoint an individual to fill the position until the next general meeting.

5.3.8 Any person with interest in an executive position must inform the board at least 7 days prior to the Annual General Meeting.

5.4 Meetings of the Executive

5.4.1 The Executive shall meet at least quarterly.

5.4.2 A quorum shall consist of 50% plus one of the Executive.

5.4.3 Each member of the Executive shall be entitled to one vote.

5.4.4 Any non-active member of the executive may be removed upon failure to attend 4 consecutive executive meetings. Removal is by a quorum of the executive.

5.5 Duties of the Executive

5.5.1 President

Shall preside at all meetings of the Association and Executive. The President may be appointed as a member of a committee and will be a Ex-Officio member of all other committees. He/She shall call meetings of the Executive, is responsible for the overall direction of the Executive, and the main spokesperson for the Association.

5.5.2 Vice-President

Shall attend all general, special, and board meetings and in the absence of the President, shall act as Chair and assume the duties and powers of the President.

5.5.3 Secretary

Shall attend all general, special, and board meetings, shall prepare and preserve the minutes and records of all meetings, keeps the registry of dojos of the Association, prepares and sends notices of meetings attend all general, keeps and preserves correspondence, contracts and other important records, changes in the directors, amendments to bylaws and other incorporating documents with the Corporate Registry.

5.5.4 Treasurer

Shall attend all general, special, and board meetings, shall keep the financial statements, supervise spending monies, including signing cheques, works with the auditors on the audit of the financial statements, file annual returns, presents the financial reports to the Executive and the AGM. The

treasurer shall also preside at all meetings in the absence of the President and Vice President.

5.5.5 **Past President**

May attend all general, special, and board meetings and may carry out other duties/projects as requested by the Executive.

5.5.6 **Directors/Committee Chairs**

May attend Executive meetings by invitation, and shall represent the Association at all meetings in the divisions to which they are appointed.

Article 6 - Finance and Management

6.1 Fiscal Year

6.1.1 The fiscal year of the Association shall be the one year period ending August 31st.

6.2 Audit - Third Party Review

6.2.1 A third party independent review or an audit of the financial records of the Association shall be done annually by Sport PEI.

6.3 Borrowing Powers

6.3.1 The Executive on approval at the Annual General Meeting or a Special General Meeting shall have the authority to:

- (a) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying same into effect.
- (b) To borrow money on credit of the corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the corporation and pledge or sell the same for such sums at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personally, or both, to secure any bonds or

debentures, any other securities, and any money borrowed for the purposes of the corporation.

6.4 Signing Authority and Execution of Contracts

- 6.4.1 All cheques must be signed by any two of the following officers: President, Vice-President, Secretary, Treasurer or any other position designated by the Executive.
- 6.4.2 The Executive on behalf of the Association shall have the authority to enter into any arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the corporations objects, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements.

Article 7 Indemnity

- 7.1.1 The members of the Executive shall not be personally liable for any mistake of judgment, negligence or any acts of omissions made in good faith, except for their own willful malfeasance, misfeasance, misconduct or bad faith.
- 7.1.2 The Association shall indemnify and hold harmless each of the members of the Executive from all expenses or liability arising out of their position as a member of the Executive.
- 7.1.3. The Association may obtain the type of insurance commonly known as "Directors and Officers Liability Coverage" in order to fund this indemnity obligation and also to encourage service on the Executive.

Article 8 Dissolution

- 8.1.1 It is specifically provided that in the event of dissolution or the winding up of The Association all its remaining assets after payment of its liabilities shall be distributed to one or more recognized non profit organizations in Canada.

Article 9 Amendment of Bylaws

- 9.1.1 No addition, amendment, or alteration shall be made in any part of the bylaws of the Association except at the annual general meeting or at a special general meeting of the Association called for that purpose.
- 9.1.2 No addition, amendment, or alteration to the bylaws shall be in order unless notice thereof has been duly given to the Secretary of the Association and the membership at least ten (10) days before the date fixed for the Annual General Meeting or for a specific general meeting called for that purpose.
- 9.1.3 Members in good standing may propose changes to the bylaws.
- 9.1.4 Additions, amendments or alterations to the bylaws may be adopted by a majority vote of the members in good standing present at such meeting.
- 9.1.5 Approved changes to the constitution shall be put into effect within thirty (30) days of the Annual general meeting or the special general meeting called for that purpose.
- 9.1.6 The Association must annually complete Provincial Form 25 (Annual Return for Part II Non-Profit Companies - showing the names and addresses of the Executive). A copy of the revised Bylaws should be attached at that time.

KARATE
PEI