



Ontario  
Karate  
Federation

## BYLAWS OF THE ONTARIO KARATE FEDERATION

## General

### 1.1 Name

The incorporated name of the association is **Ontario Karate Federation**. It is also known as OKF. The OKF was incorporated under the Canada Not-For-Profit Corporations Act and registered in Ontario.

### 1.2 Purpose and Objectives

The purpose and objectives of Ontario Karate Federation are:

- i) Promote and perpetuate karate as a sport and as a lifetime activity
- ii) Promote karate for physical fitness, mental fitness and as a way of life
- iii) Develop standards, programs, and encourage participants to safely achieve their potential level of recreational or competitive interest and ability
- iv) Provide competitive opportunities for karate practitioners wishing to participate in the sport aspect of karate
- v) Govern amateur sport of karate and conduct of karate practitioners under its jurisdiction
- vi) Represent Ontario as provincial branch of Karate Canada
- vii) Cooperate with and adhere to Government of Ontario and Ministry guidelines
- viii) To maintain policies and practices that are in accord with Provincial and Federal Law, both in detail and intent, that are in the service and best interests of their Membership.

### 1.3 Head Office

The head office shall be in the vicinity of the City of Toronto at such place therein as the Board of Directors may from time to time decide.

### 1.4 Definitions

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

“Act” means the Canada Not-For Profit Corporations Act S.C. 2009, c 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“Articles” means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Corporation;

“Board” means the Board of Directors of the Corporation and “Director” means a member of the Board.

“Bylaw” means this Bylaw and any other Bylaw of the Corporation as amended and which are, from time to time, in force and effect;

“Meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of

members and a special meeting of all members entitled to vote at an annual meeting of members;

“Ontario Karate Federation” means the Corporation and may be referred to as the OKF, association, organization or any other term in these Bylaws where the context is clear that the term refers to the Ontario Karate Federation;

“Ordinary resolution” means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

“Proposal” means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 (Member Proposals) of the Act;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and

“Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution by the Membership.

#### 1.5 Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

#### 1.6 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time from the Board. If the Board approves a corporate seal, the Secretary of the Corporation shall be the custodian of the corporate seal.

### **Board of Directors**

#### 2.1 Board of Directors

The Board of Directors, in this Constitution referred to as the Board, is comprised of the elected officers, elected directors and appointed replacements, which shall meet regularly and manage the association’s affairs. Between general meetings, the Board is the governing body of the association.

Each Member of the Board of Directors is entitled to one vote in its meetings.

#### 2.2 Officers

The officers shall be: President, Vice-President, Secretary and Treasurer.

#### 2.3 Duties of Officers

President - subject to the authority of the Board, the President shall be the chief executive officer and shall be charged with the general management and supervision of the affairs and operation of the association. The President shall preside at all meetings of the Board and general meetings, unless the Board designates another to chair such meeting. The

President shall preside and maintain order and decorum, and may limit debate or discussion. The President shall also be the public Representative and Spokesperson of the Organization unless the President is unavailable or the President appoints a Director or Consultant to handle that role on a case-by-case basis.

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

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

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

Executive Director - the Board of Directors may hire an executive director as the only paid officer (as employee) to perform miscellaneous tasks required of the organization that do not fall under the responsibilities of any of the other officers. The executive director must follow the direction of Board of Directors, and does not have a vote on the Board of Directors.

#### 2.4 Directors

There shall be two voting director/s elected at the same time as the election of officers. One shall be known as the Membership Director and the other as the Athletes Representative Director. Directors cannot assume any other Directors duty; Directors cannot be elected as Officers or members of Committee except for special cases mentioned below. Directors cannot be hired as paid OKF employees, with the exception of the Executive Director.

#### 2.5 Duties of Directors

The elected voting directors together with the officers shall manage the affairs of the association.

#### 2.6 Term of Office

With the exception of the founding Board, Directors shall be elected every three years, and shall hold office until the next election. Staggered elections will be implemented within 3 years of the establishment of OKF, in order to minimize disruption due to turnover. Officers cannot cumulate offices and cannot be elected Directors. A Director's term ends when he or she dies, resigns, is removed from office, is declared to be incapable by a court, becomes a bankrupt, or has their term of office expire. Only the Executive Director can be hired as paid OKF employee.

#### 2.7 Organizational Planning

The Directors are responsible for the creation of strategic and operational plans, their implementation and annual performance review and reporting. As a minimum these shall

include a three-year Strategic Plan (SP) that identifies goals, existing and proposed program overview, activities, risk management and mitigation. Annual Operating Plans (OP) shall be structured to accommodate the goals of the strategic plan, implementation and operation of programs, performance tracking, budget and financial reporting.

2.8 Meetings of the Board of Directors

The Board shall meet regularly at such place as it may from time to time determine. This may be in-person or virtually, as determined by the Board.

2.9 Notice of Meetings

At each meeting it shall fix in advance the date and time of the next meeting, unless this cannot reasonably be done, in which case the Secretary or President shall be responsible for notifying the Board of the date and time of the next meeting at some time in the future. A Board meeting may be held immediately following an Annual General Meeting or if not, within 45 days thereafter.

2.10 Persons Entitled to Be Present

Meetings of the Board of Directors are closed meetings and only the Directors shall be allowed to attend the meetings. Notwithstanding the above, the Board of Directors may invite or request the presence of duly appointed committees or committee members; outside advisors such as an attorney, accountant or other professional; or any other person the Board, in their discretion, believes would be beneficial to the Corporation by attending the meeting on a case-by-case basis.

2.11 Quorum

The minimum number to constitute a quorum of the Board is four (4), two (2) of whom shall be officers. A quorum shall be present to begin a meeting but not to continue a meeting.

2.12 Minutes of Meetings

Minutes shall be kept to record all business conducted at any meeting of the Board. The minutes shall be published promptly and circulated to the Board and posted on the OKF website all Karate clubs registered and in good standing. So far as possible, Karate clubs shall post the minutes or make them available for reading by their students.

2.13 Voting

Each Director has one vote to cast with respect to any motion or matter that the Board holds a vote. A motion or matter shall pass or fail with a simple majority of votes. There need not be a formal recording of votes at meetings of the Board other than those published in the minutes of the meeting. Votes may be by a show of hands, by means of which the affirmative and negative votes are clearly visible to all or through the use of electronic voting. The Secretary need not record the number of votes for and against any motion. Voting shall be by secret, written ballot if requested by any one present or if the Chairperson directs. There shall be no voting by proxies; only Board members present at the meeting may vote, in accordance with 9.5 of these Bylaws. It is sufficient that a motion be passed by a simple majority of the votes of all present. An abstention shall not be counted as a vote. The Chairperson may vote only to break a tie.

2.14 Electronic Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Directors or a meeting of a Committee, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electric or other communication facility in the manner provided in the Act. A person participating in a meeting by such means is deemed to be present at the meeting and shall count towards the quorum.

Anything for which minutes are recorded is considered a meeting for the Board of Directors or a committee. Members of committees are free to exchange emails and, if those are forwarded to the Board with their recommendations, their email exchange may constitute a meeting.

2.15 Resolutions Outside Of Meetings

The Board of Directors may conduct business through signed resolutions instead of holding meetings, provided that all directors sign the resolutions. These signed resolutions have the same effect as they would have if they were adopted at a meeting of the Board of Directors. This shall include resolutions done via documented electronic means.

2.16 Committees

The Board shall have the authority to establish any Committees that, in their discretion, are necessary. The Board shall establish a Committee Policy and the Committees established shall follow the Bylaws and the Committees Policy.

2.17 Shall Indemnify

Every Director or Officer or member of committee or other person who has undertaken or is about to undertake any liability on behalf of OKF, 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 OKF from and against all costs, charges, expenses whatsoever which such Director, Officer, member of committee 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 Ontario Karate federation.

2.18 Shall Not Indemnify

Directors, Officers and members of committee shall not be indemnified if any of the above has occurred through his own wrongful and willful act, neglect or default.

2.19 Protection of Directors and Officers

No Director or Officer of OKF 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 OKF through insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of OKF, 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 OKF 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 OKF, or for any loss occasioned by any error of judgment 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 willful act, neglect or default.

#### 2.20 Special Limitations

Family members shall not serve on the Board of Directors. No more than two Board Members shall be from the same Karate Club or Dojo. These limitations shall apply to committees that have decision-making authority. These limitations shall not apply to committees that are advisory only.

#### 2.21 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 OKF.

#### 2.22 Remuneration of Directors Officers and Members of Committee

The Directors, Officers and members of Committee shall receive no remuneration for acting as such, but may receive reasonable expenses incurred by them in the performance of their duties. The Directors, Officers and members of Committee or their family members cannot be hired as paid employees of OKF.

#### 2.23 Insurance

The organization shall carry a minimum of \$2,000,000 in insurance, including commercial general liability insurance on an occurrence basis for third party bodily injury, personal injury and property and meets current industry standards for the sport. The Insurance plan shall be reviewed annually towards provision of an effective insurance package that answers the needs of members. An ad-hoc Insurance review sub-committee or task force may be struck from time to time to review industry standards and opportunities towards seeking improved services.

### **Financial Matters**

#### 3.1 Financial Year

The Board of Directors shall determine the financial year-end of the Corporation.

### 3.2 Financial Management

All financial matters including decisions, processes and record keeping shall be the responsibility of the Treasurer. The Treasurer, or the designate of the Treasurer shall have signing authority on procurements. The Treasurer, in cooperation with the Financial Committee and input from appropriate individuals, shall be responsible for creating budgets for the organization and its endeavors. All Travel expenses, costs of goods and services and information relevant to procurements or any related financial activity shall be reported to the Treasurer, with no exceptions. The Treasurer shall instruct on presentation of information, summary and record keeping. An official financial ledger shall be maintained, as will a Gifts and Hospitality ledger.

### 3.3 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may, from time to time, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

### 3.4 Financial Review and Audit

The financial statements of OKF shall be prepared by the Treasurer or the designate of the Treasurer, and shall be reviewed or audited by an auditor appointed by OKF for this purpose as required under the Act.

### 3.5 Procurement

All Procurements shall be recorded and disclosed on a regular basis, with summary to-date presentations at regular meetings, and full annual summary at AGM. Procurement information shall be presented according to the requirements of the Financial policy, and records shall state purposes, procurement method (sole-source purchase, competitive quotation or negotiated) and shall demonstrate fair and reasonable pricing.

### 3.6 Additional Financial Controls

Additional Financial Controls may be recommended from time to time, and are required to be endorsed by the Treasurer in advance of presentation to the Board for adoption.

### 3.7 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons the Board of Directors may by resolution from time to time designate, direct or authorize.

### 3.8 Borrowing Powers

The Directors of the Corporation may, without authorization of the Members:

- i) Borrow money on credit of the Corporation;
- ii) Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- iii) Give a guarantee on behalf; and
- iv) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

## **Elections**

### 4.1 Election and Qualification of Officers and Directors

The Board shall establish a Nominations Committee and a Nominations Policy. The Nominations Committee shall follow the Bylaws and the Nominations Policy in qualifying individuals who apply to be nominated for election to the Board of Directors. In order to be eligible to be nominated for election as a Director or Officer, a person must be at least 18 years old; a member of OKF in good standing; not have been declared incapable by a court in Canada or in another country; be an individual (i.e., a corporation cannot be a director); and not be in bankrupt status. In addition, individuals who want to be nominated shall meet the requirements or criteria in the Nominations Policy as established by the Board of Directors and amended from time to time.

Prior to Notice of the Annual General Meeting, the Nominations Committee shall communicate a call for nominations to the Members and Participants. The Nominations Committee shall clearly state when the opening of the call for nominations opens and when it closes. Any nomination received after the closing of the nominations period shall be disqualified.

### 4.2 Voting

Officers and Directors shall be elected by closed, written ballot, and/or electronic ballot if available. If only one candidate is nominated for an office, such candidate shall be declared elected by acclamation without the holding of a vote. The order of the election shall be President, Vice-President, Secretary, Treasurer, and voting Directors. Election of the voting Directors is done the same way as the election of the Officers.

Voting by Active Member Club delegates at general meetings shall be by show of hands or by a standing vote, wherein those voting stand to record their vote and remain standing until they are counted, as the chairperson shall determine, when voting on any motion. Voting for candidates for any of the elective offices to be decided at the Annual General Meeting shall be by closed, written ballot.

Scrutineers shall be appointed by the Chairperson, who shall not be any Active Member Club's appointed delegate and, therefore, voting. The scrutineers shall report to the Chairperson the numerical total of votes for each candidate, and the Chairperson shall announce publicly the vote total for each candidate.

To be elected to office, a candidate shall need a simple majority of votes cast. In the event of a tie, each candidate shall be allotted two (2) minutes to address the Members followed by an allotted five (5) minutes of Q&A from the Members. For clarity, candidate 1 will speak for up to two minutes and then the Membership will have up to five minutes to engage in a Q&A with the candidate. Then, candidate 2 will have the

same opportunity as candidate 1 to speak and have a Q&A with the Members. After this process, the Members shall vote again. If there is still a tie, the Board of Directors shall vote and break the tie.

In the event there are more than two candidates, a candidate shall require a simple majority of the votes cast to be elected. If no candidate has received a simple majority of votes cast, the candidate with the lowest number of votes cast shall be removed from the ballot and the Members shall vote for the remaining candidates until one obtains a simple majority of votes cast. In the event of a tie, the same process as set forth above shall be followed to break the tie.

#### 4.3 Member Club Delegate Votes

Active Member Clubs are provided an allotted number of delegate votes. Active Member Clubs are entitled to a number of votes based on their membership (regardless of category), not including any probationary members. The votes are as follows:

# of Active Members	# of Votes
5 – 49	1
50 – 99	2
100 – 149	3
150 and up	4

Every Active Member Club must indicate their delegate and their alternate delegate to the Secretary seven (7) calendar days prior to the start of the meeting. If a Karate Club does not submit a delegate and alternate by this deadline, only the Karate Club owner can vote in the election. At that time, it will be confirmed how many votes the delegate is responsible for. Any one delegate may only represent one club at any given meeting. Under no circumstances may one delegate submit votes for more than one Member Club.

#### 4.4 Proxies

The use of Proxies is prohibited. Pursuant to 171(1), Absentee Voting, of the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communications facility. As per Section 9.2 of these Bylaws, Members utilizing this Section 9.5 shall vote on Motions in an open manner while their votes cast for candidates shall be in a closed manner. In either case, all votes shall be gathered in a manner that ensures their subsequent verification. In the case of closed voting for candidates, the Corporation shall ensure that the tallied votes under this Section are presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Pursuant to Subsection 197(1), Fundamental Change, of the Act, a special resolution of the Members is required to make any amendments to this section of the Bylaws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.

Live streaming of the AGM will be provided and use of an online registration system that will confirm the identities of individuals, enables delegates from remote geographic locations to be able to be involved with the process. They will be able to view the AGM and submit their allotted votes online. As per Section 9.4, any one delegate may only represent one club at any given meeting. Under no circumstances may one delegate submit votes for more than one club member.

#### 4.5 Resignation or Absence from Office

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

#### 4.6 Suspension from Office

An Officer or Director may be suspended for cause. Suspension for cause may be by simple majority vote of those present and voting at a Board meeting, which is valid unless reversed by an Annual General Meeting. While an officer is suspended their office is considered vacant for the purposes of filling a vacancy. Any suspended officer or director must be either reinstated or removed from office at the next general meeting.

#### 4.7 Removal from Office

Removing an Officer or Director requires the approval of a majority of Members who cast their votes at any meeting of Members. At that meeting, the Members may elect another Director to fill the vacancy created by the removal on the condition that the Director has gone through the process set forth in these Bylaws and the Nominations Policy.

During this meeting, before the vote to remove and replace the officer or director, that person may submit to the corporation a written statement giving reasons for opposing his or her removal or replacement as a director, and be allowed to read it to the assembly. OKF must give notice of this statement to the members and must file a copy of the statement with Corporations Canada.

If a vacancy is filled in this way, the director appointed or elected to fill the vacancy holds office for the unexpired term of his or her predecessor

#### 4.8 Filling Vacancy in Office

If the office of President becomes vacant the Vice-President shall assume the duties of that office. Any vacancy in the offices of Vice-President, Secretary, Treasurer or the Directors shall be filled by simple majority election by the Board from among its own members or, failing that, from the general membership. A vacancy shall be filled until the next Annual General Meeting, at which time, the Members shall vote for the usual Directors that are up for election as well as the position that was vacant and filled by the Board. The winner of that position shall fulfill the remainder of the original term. For clarity, and as an example, if a Director is elected to a three-year term and their seat

becomes vacant six months later, the Board shall fill that seat. The person who takes that seat shall be up for election at the next Annual General Meeting. If they are elected at the Annual General Meeting, they shall hold the seat for two years, the remainder of the original term. The general membership must be informed within fourteen (14) days of any such changes.

## **Meetings**

### 5.1 Annual General Meeting

A general meeting of the Membership, designated as the Annual General Meeting, shall be held in the City of Toronto at such date and time as the Board determines. However, if for some reason the annual general meeting is not held at the prescribed date, a meeting must be held within six months of the prescribed date. The meeting shall review the affairs of the association since the last Annual General Meeting, hear and receive the Board's reports, hold election of officers and directors at every second year's meeting, and transact such other business as may properly be brought before it. The term "general meeting" shall include but not be limited to an Annual General Meeting. The AGM may be accessible virtually through secure live streaming, to enable members from all geographic locations to observe and be involved.

### 5.2 Special General Meeting

The Board of Directors shall call a special meeting of Members in accordance with the Act.

### 5.3 Notice of Annual General Meetings

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- a. By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. By telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

No inadvertent error or omission in giving notice shall invalidate any such meeting or its proceedings. An address for mailing shall be the last address on record of the Member. In the event a Member has a change of address, it is the duty of the Member to notify the Corporation of the new address of the Member. A committee shall give notice in same manner as the Board, by fixing meetings in advance at current meetings unless not possible, failing which the chairperson and Secretary are responsible for providing personal notice.

### 5.4 Quorum

To constitute a quorum of a general meeting, not less than 15 voting members in total shall be present. A quorum must be present throughout the entire meeting, or the meeting cannot proceed or continue. If at any meeting a quorum is not present or does not remain in attendance, the chairperson must adjourn the meeting and announce the time, place and date at which it will reconvene. If a quorum is not present at the scheduled time for

election of officers and directors at an Annual General Meeting, the chairperson shall determine if sufficient members and candidates are present to proceed with the election of officers and possibly directors or any of them. If it is determined a sufficient number are in attendance, the election of officers, and any possible directors, shall be conducted but no further business shall be conducted and shall be left to the next general meeting at which a quorum is present.

5.5 Chairperson

The chairpersons of meetings of the Board of Directors and of Annual, General and Special meetings, shall be the President. In the event the President is absent or unavailable, the Chairperson shall be the Vice President. In the event both the President and Vice President are absent, the Chairperson shall be the Secretary. However, the Board of Directors may appoint a third party to act as the Chairperson by a simple majority vote of the Board. The chairperson may make motions but cannot vote except to break a tie.

5.6 Minutes of Meetings

Minutes shall be kept to record all business conducted at the Annual General Meeting. The minutes shall be published promptly and circulated to the Board and all Karate Clubs registered and in good standing.

5.7 Appointment of Secretary

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

5.8 Members Entitled to be Present

The Annual General Meeting is open to all registered Members in good standing and the individuals registered through those Member Clubs. Only Members shall participate and vote in the meeting. Individuals may attend and shall not participate. Any Member or Individual in attendance shall not cause a disruption and may be asked to leave or removed by the Chairperson if, in their discretion, the Chairperson finds the Member or Individual is disruptive.

5.9 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electric or other communication facility in the manner provided in the Act. A person participating in a meeting by such means is deemed to be present at the meeting and shall count towards the quorum.

5.10 Proposals at Annual Members' Meetings

Proposals at Annual General Meetings shall be pursuant to the Act.

5.11 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1), Annual Financial Statements, of the

Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents. Annual Financial Statements contain confidential and sensitive information and any Member in possession of these statements shall not share them with Individuals.

## **Membership**

### 6.1 Amateur Status

All Members shall maintain their amateur status as defined by the national sport governing body, namely Karate Canada.

### 6.2 Karate Club

There shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to Karate Clubs (which may also be also referred to as “Dojos” or “Clubs” or “Active Member Clubs”) interested in furthering the Corporations purposes and who have applied for and been accepted into Membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. No individual may join except through a registered Karate club. To be eligible for membership as an Active Member Club, the dojo must have a minimum of 5 members, one who meets the coaching requirements. Clubs that wish to join but do not meet the minimum requirements, may do so as Associate Member Clubs. Associate Member Clubs can attend meetings and participate in events (some with a surcharge), but are not entitled to vote. A Karate club must register every one of its students and instructors, and be approved by the Board of Directors.

Pursuant to Subsection 197(1), Fundamental Change, of the Act, a special resolution of the Members is required to make any amendments to this section of the Bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### 6.3 Participants

Individuals shall mean the registrants of a registered Karate Club in good standing. Individuals of a registered Karate Club in good standing become Participants of OKF upon OKF’s receipt of the required application form(s) and dues from the Participant’s Karate Club. A Participant must be a student of a registered Karate Club. Participants are entitled to attend Annual General Meetings but shall not participate nor vote. If the Chairperson deems the behavior of a Participant to be unruly or disruptive, the Chairperson, in their discretion, may ask the Participant to leave the meeting or have them removed if the Participant refuses to leave. If a Karate Club is expelled, its Individuals cease to be Participants of OKF, and dues paid are forfeited to OKF. Similarly, if a Karate Club is suspended, its Participants are also suspended. If those students wish to be involved in OKF functions, they must join a different Karate Club in good standing with OKF. Individual memberships can be designated as recreational

Black belt and kyu belt; Active/Competitive black belt and kyu belt; director, and Life member.

6.4 Probationary Membership

An initial registration with OKF, whether it is a Karate Club's or a Participant's through the Karate Club, is probationary for a period of 12 months which period commences with OKF's acceptance of that registration and receipt of applicable dues. An exception to this is if a new, additional, Karate Club is formed by an existing registered Black Belt in good standing at which time the probationary period is waived. Probationary members are not counted in the clubs' total numbers, utilized to determine the number of delegate votes the Karate Club has, nor are they eligible to run for or be elected to positions on the Board. At the end of the one year term, the Membership Director and BOD will review the Club or Participant to determine if all obligations have been met and they advance to fully active status.

6.5 Registration

Registration is annual. A Karate Club shall register annually both itself and all its Individuals including students and Instructors. Registrations are not complete if the forms are in any way incomplete or if any payment method is dishonoured. Any Participant leaving a registered Karate Club shall register with OKF through a different Karate Club registered with OKF or the Participant's registration lapses.

6.6 Dues

Every Karate Club shall pay the annual Karate Club dues and shall be responsible for the payment of the dues for all its students and instructors. Every Karate Club's students and instructors shall pay the annual individual dues. It is the responsibility of the Karate club to register and send in the dues of all its students and instructors. Dues may only be set at a General Meeting. Individual dues may vary depending on junior or adult status and kyu or black belt rank. Members shall be notified in writing of the Membership dues at anytime payable by them and, if they are not paid within one (1) calendar month of the Membership renewal date the Member in default shall automatically cease to be a Member of the Corporation.

6.7 New Karate Club Applications

A new Karate Club applying for registration shall furnish such information on its style origin, affiliations, grading systems, syllabus and other pertinent information as the Board of Directors shall reasonably require. Once admitted, a Karate Club must register every one of its students and instructors (Individuals).

6.8 Registrar

A registrar shall be kept of the dues paid by Karate Clubs and Members. The database will also include rank, age, contact information, etc.

6.9 Deadlines

Registrations must be completed and received by the deadline set by the Board. During the year, the Board may set registration update requirements. Failure of a Karate Club to comply with all requirements for annual registration or registration updates will result in

automatic suspension unless the Board expressly grants an extension, which may be on such conditions as it sets.

#### 6.10 Suspension and Expulsion

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

- i) Non-payment of dues or any other fees;
- ii) Dishonoured cheques;
- iii) Failure to properly and timely register every student and instructor;
- iv) Action contrary or harmful to the prestige, honour or standards of behaviour and ethics of Karate-Do;
- v) Violating any provision of the Articles, Bylaws or written policies of the Corporation;
- vi) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- vii) For any other reason that the Board, in its sole discretion, considers to be reasonable, having regard to the purpose of the Corporation.

‘Karate-Do’ is understood to be the ‘Way of Karate’, and is defined as the safe study, participation, training, instruction and organization of the Martial Art(s) that are recognized to be described by the name of ‘Karate’.

In the event the Board determines that a Member should be expelled or suspended from Membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event no written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Corporation. If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) day period from the date of receipt of the written submissions. The Board’s decision shall be final and binding on the Member without any further right of appeal to the Board.

Notwithstanding the above, the Board may, in its sole discretion, stay the suspension of the Member pending the outcome of the above process. A Board’s decision to stay or not stay the suspension shall not be appealable.

Upon suspension or expulsion, a Karate club or member loses all rights of membership except the right to appeal that suspension/expulsion. Suspension may be lifted conditionally or unconditionally by the Board (or a dispute resolution committee appointed by the Board), upon which the Karate club or member’s rights are reinstated subject to any imposed conditions. Expulsion is the total removal from and a casting out from the association. Upon a Karate club’s suspension or expulsion, the rights of all its students and instructors are lost unless they register with OKF through a different Karate club in good standing.

Suspension and expulsion shall be seen as serious outcomes, and shall only be undertaken when other forms of discipline are demonstrated to be ineffective, and when a record of ineffective lesser discipline exists, unless the cause is related to matters of safety or safety management whereby the Board may act expediently.

#### 6.11 Membership Transferability

A Membership may only be transferred to the Corporation. If a Karate Club is sold or transferred in any manner to any other person or entity, Membership in the Corporation shall not transfer to the new owner automatically and such transfer of Membership is strictly forbidden unless the transferee applies for Membership in the Corporation pursuant to the procedure set forth in these Bylaws and/or applicable Policies regarding Membership. If the ownership of the Karate Club undergoes what the Board deems as a material change, the Board may suspend or terminate the Membership of the Karate Club and require the Karate Club to apply for Membership pursuant to the procedure set forth in these Bylaws and/or applicable Policies regarding Membership.

#### 6.12 Disputes Between Members

Disputes between Members and formal Complaints shall be handled according to the Dispute Resolution Policy and the Discipline and Complaints Policy as established by the Board and amended from time to time.

#### 6.13 Harassment

Harassment shall be dealt with in accordance with the Harassment Policy established by the Board and amended from time to time.

#### 6.14 Accessibility and Inclusion

Ontario Karate Federation shall strive to develop accessible and inclusive programs, media and appropriate sport evolution according to guidance from the National Level.

### **Amendments**

#### 7.1 Bylaws

These Bylaws may be amended pursuant to the Act.

### **Dissolution, Disposal of Assets**

#### 8.1 Dissolution

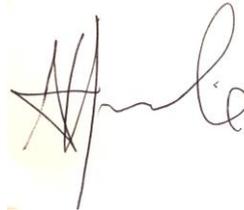
Upon the dissolution of the association, after payment of all its debts and liabilities, any remaining assets shall be disposed of to a Qualified Donee as defined under the Income Tax Act. The remaining assets shall go to any organization within Ontario which succeeds Ontario Karate Federation as the governing body for amateur karate, on the condition that they meet the definition of a Qualified Donee under the Income Tax Act. If no organization succeeds OKF or does succeed the OKF but does not meet the Qualified Donee standard under the Income Tax Act, the remaining assets shall go to Karate Canada or its successor, with the provision that the assets be used for the support of amateur karate in the Province of Ontario.

ENACTED AS PASSED this 31<sup>st</sup> day of March, 2017  
IN WITNESS WHEREOF the Corporation has hereto affixed its corporate seal

Handwritten signature of Brad Jones in black ink on a light-colored background.

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President – Brad Jones

Handwritten signature of Andy Hourahine in black ink on a light-colored background.

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Secretary – Andy Hourahine