

Schedule "B"

By-Laws of the Canadian Taekwon-Do Federation International - Federation Canadienne de Taekwon-Do International.

1. Preliminary

In these Articles unless there is something in the subject or context inconsistent therewith:

"The Federation" means the Canadian Taekwon-Do Federation International - Federation Canadienne de Taekwon-Do International

Words importing the singular number only include the plural number and vice versa and words importing the masculine gender include the feminine gender and vice versa.

2. Objects

The FEDERATION is established for the purpose expressed in the Application for Incorporation and all things incidental thereto.

3. a) The profits and other income of the Federation shall be applied to the promotion of the objects as set forth in the Application for Incorporation, and

b) The payment of any dividends or distribution of profits or incomes to or amongst the members of the Federation is prohibited.

4. The seal, an impression of which is stamped in the margin, shall be the seal of The Canadian Taekwon-Do Federation International.

5. The head office of the Federation shall be in the City of Regina, Saskatchewan.

6. Membership and Affiliated Organizations

6.1. Members

Membership in Canada shall include all ITF Taekwon-Do instructors and they shall be voting and paying members.

6.2. Patrons, Advisors and Honourable Members

The Executive Committee (section 10.1 (ii)) may invite any person who has served for a period of 5 years on the Board of Directors, who has rendered outstanding service to the Federation, who has excelled in Taekwon-Do, or who helps expedite and propel the Federation in its aims, goals and objectives, to become patrons, advisors and Honourable Members for life or for such time or times as is deemed expedient. Such members shall be entitled to the full spectrum of membership privileges, but shall be non-voting and non-paying.

6.3. Students of ITF Taekwon-Do Clubs

Students of ITF Taekwon-Do Clubs affiliated with the Federation shall be entitled to the full spectrum of membership privileges, but shall be non-voting and non-paying.

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6.4. Affiliated Organizations

- (a) All provincial associations that represent the interests of ITF Taekwon-Do instructors or ITF Taekwon-Do Clubs in a province shall apply for affiliation with the Federation.
- (b) All ITF Taekwon-Do Clubs operating in Canada shall apply for affiliation with the Federation.

6.5. Application for Membership and Affiliation

The Executive Committee is empowered to accept or reject any application for membership in or affiliation with the Federation without assigning any reason therefor.

- (a) Application for membership or affiliation must be submitted in the prescribed form and with the prescribed fee, and if applicable, through the Provincial Association.
- (b) Membership shall be for 1 Calendar year (12 months).

6.6. Membership Fees

- (a) Membership and affiliation fees shall be as determined by the Board of Directors.
- (b) The membership and affiliation fees may be amended and determined from time to time by the Board of Directors as they consider appropriate.
- (c) Provincial Associations shall not be subject to affiliation fees.
- (d) Members and affiliated ITF Taekwon-Do Clubs that fail to pay membership and affiliation fees by the date prescribed by the Board of Directors may be subject to such penalties as determined by the Board of Directors.

6.7. Any member or affiliated organization may withdraw from the Federation by delivering to the Federation a written resignation.

6.8. Any member may be required to resign by a vote of three-quarters of the voting members of an annual meeting.

7. Activities of Members

7.1. Competitions

No member shall take part or compete in any competition or tournament, not approved by the Federation, without special sanction of the Federation. No club member shall hold competitions or tournaments against any unaffiliated body or organization without prior sanction of the Federation.

7.2. Tournament Players and Competitors

Tournament players or competitors of affiliated members, or members themselves, shall be bound at all times to represent the Federation in any tournament, match or competition when called upon to do so, at the Federation's expense or otherwise.

7.3. Representative Matches

All members shall be bound to place their competitors at the disposal of the Federation for all representative matches, competitions or tournaments.

All individual members shall likewise make themselves available wherever required for the aforementioned matches, competitions and tournaments.

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Any competitor selected for a representative match, competition or tournament shall refrain from competing for his individual club or organization on the date of said match or during the three (3) day period preceding it without the expressed permission of the Technical Director. No member of any affiliated clubs, bodies or organizations shall have matches, competitions or tournaments against a suspended competitor.

7.4. Tours

No affiliated member of the Federation or individual member of the Federation shall tour for the purpose of participating in Taekwon-Do matches, competitions or tournaments outside Canada without prior sanction of the Federation. The number of officials accompanying a team on Interprovincial or International tours shall be set forth by the Federation after due study of each tour by the Board of Directors.

All competitions, matches or tournaments outside of the Federation's direct jurisdiction may gain permission and approval from the Board of Directors only providing that these competitions, matches and tournaments do not prejudice the overall interests of the Federation.

7.5. Breach of Rules or Misconduct

Any member who breaches the rules contained herein, or who encourages or instigates any other member to breach said rules, may be subject to disciplinary action. In all cases depending on the gravity of the offence, the Board of Directors will recommend disciplinary action to the Technical Director, who may execute the recommended action up to and including expulsion from the Federation.

Any member so expelled shall forfeit all right in and claim upon the Federation and its property and shall have no claim against the Federation whether for damages or otherwise, howsoever.

8. Purchases of Certain Goods and Services

- (i) ITF Taekwon-Do instructors shall purchase certain goods and services as determined by the Board of Directors from the Federation or approved suppliers as determined by the Board of Directors.

9. Board of Directors

- (i) The property and business of the Federation shall be managed by a Board of Directors of whom a majority shall constitute a quorum. The Board of Directors may on literature of the Federation be designated as a Board of Directors. The Board of Directors shall be composed of the following directors; the President, Executive Vice- President, Vice President Eastern Canada, Vice President Western Canada, Technical Director, Tournament Director, Umpires Director, Provincial Directors (2 from each Province) and the Treasurer of the Federation.
- (ii) Successors to the first directors shall be elected for a term of two (2) years by the members at an annual meeting of the voting members of each provincial association.
- (iii) The offices of director shall be automatically vacated:
 - (a) if a director shall resign their office by delivering a written resignation to the Secretary of the Federation:

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- (b) if the director is found to be mentally incompetent or become of unsound mind;
- (c) if the director becomes bankrupt or suspends payment with his creditors;
- (d) if the director is convicted of criminal activity;
- (e) upon death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a voting member of the Federation.

- (iv) Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that seven (7) clear days' notice of such meeting shall be sent in writing, or electronic means, to each director, provided there shall be at least one (1) meeting per year of the board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (v) Directors and executive committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board of Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Federation as an officer or in any other capacity and receiving compensation therefor. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred in the performance of their duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Federation.
- (vi) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected. A director shall hold office until the next annual meeting of members following their election or appointment.
- (vii) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- (viii) The remuneration of all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

10. Indemnities to Directors and Others

- (i) Every director or officer of the Federation or other person who had undertaken or is about to undertake any liability on behalf of the Federation or any company controlled by it and

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their heirs, executors and administrators, and estate and effects, respectively, shall from time to time at all times, be indemnified and saved harmless out of the funds of the Federation, from and against;

- (a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office or in respect of any such liability;
- (b) All other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the person's own willful neglect or default.

10.1. Executive Committee

- (i) The Executive Committee assists the President in managing the operations of the Federation.
- (ii) The Executive Committee shall be composed of the following directors:
 - 1. President
 - 2. Executive Vice-President
 - 3. Vice-President Eastern Canada
 - 4. Vice-President Western Canada
 - 5. Technical Director
 - 6. Tournament Director
 - 7. Umpires Director
 - 8. Treasurer
- (iii) The members of the Executive Committee should hold a rank of 5thDan, an International Instructor's Certificate, and an ITF Plaque; and should have at least three consecutive years membership on the Federation's Board of Directors, unless by majority vote, the Board of Directors approves an exception to these requirements for selection of the Treasurer.

11. Sub-Committee

- (i) The Board of Directors may provide for the creation of the following Sub-Committees:
 - 1. Finance and Membership Committee
 - 2. Training and Standards Committee
 - 3. Discipline Board
 - 4. Any other committees as they may deem necessary, and in particular, the various provincial committees.
- (ii) All decisions of Sub-Committees and Boards shall be subject to approval by the Board of Directors, except decisions of the Disciplinary Board where no appeal has been lodged as provided for under this constitution.

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11.1. Membership of Sub-Committees

Membership of Sub-Committees and Boards need not be confined to members of the Board of Directors. The Chairperson of a Sub-Committee or Board shall be a member of the Board of Directors and appointed by the Board of Directors. Meetings of Sub-Committees and Boards shall be presided by the duly appointed Chairperson, but in the Chairperson's absence the Sub-Committee or Board shall elect a Chairperson from among its members for that particular meeting. A Sub-Committee or a Board whose number is not limited is empowered to co-opt as many persons as required to assist in its work. The Board of Directors shall have the power to remove a member, including a co-opted member from a Sub-Committee or Board at its absolute discretion without giving reasons therefor.

11.2. Other Sub-Committees

The Executive Committee may from time to time establish other Sub-Committees or Boards.

11.3. Quorum

Three members, including co-opted members, shall constitute a quorum at Sub-Committee meetings, except in the case of the Standards Committee in which two members shall constitute a quorum.

11.4. Composition and Duties

The composition and duties of the Sub-Committee and Boards as enumerated under the heading of Sub-Committees shall be as follows:

(a) Finance and Membership Committee

This committee shall comprise the President, Executive Vice-President, and the Treasurer and three (3) other voting persons and shall be responsible for all financial and other matters of the Federation as directed by the Board of Directors.

(b) Training and Standards Committee

This committee shall comprise at least five (5) persons including the Technical Director as its Chairman and shall be responsible for:

1. Drawing up a program of activities pertaining to the Taekwon-Do for the year.
2. Organizing and running demonstrations.
3. It shall be responsible for the coaching, training and selection of competitors to represent the Federation at all competitions, tournaments and demonstrations, in which the Federation participates. It shall run courses for Gym Instructors.
4. This committee shall further be responsible for:
 - (a) Uniform standardization.
 - (b) Gymnasium standards.
 - (c) Selection of qualified umpires for competitions and tournaments.

(c) Discipline Board

This Board shall be as a tribunal to hear allegations as to the breach of any rules or misconduct by any member of the Federation. It shall have the power to suspend any member, and shall have at its disposal any other means of discipline which it deems just in the circumstances.

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Members of this Committee shall be the President, Executive Vice-President, the Vice-President Eastern Canada, the Vice-President Western Canada and other relevant member(s) invited at the discretion of the Discipline Board.

12. Powers of Directors

- (i) The directors of the Federation may administer affairs of the Federation in all things and make or cause to be made for the Federation, in its name, any kind of contract which the Federation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Federation is by its charter or otherwise authorized to exercise and do.
- (ii) The directors shall have power to authorize expenditures on behalf of the Federation from time to time and may delegate by resolution to an officer or officers of the Federation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Federation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Federation in accordance with such terms as the Board of Directors may prescribe.
- (iii) The Board of Directors shall take such steps as they may deem requisite to enable the Federation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Federation.

13. Officers

- (i) The officers of the Federation shall be a President, Executive Vice-President, Vice-President Eastern Canada, Vice-President Western Canada, Technical Director, Tournament Director, Umpires Director, Provincial Directors (2 from each Province) and Treasurer and any such other officers as the Board of Directors may by by-law determine including, but without restricting the foregoing, an executive secretary. A Director may only hold one office, notwithstanding exceptional circumstances approved by majority vote of the Board of Directors.
- (ii) The Executive Committee Members of the Federation shall be elected at the annual meeting of the Board of Directors. The Provincial Directors shall be elected by the voting members of the applicable Province prior to the scheduled Annual General Meeting. If any Provincial Director is unable to attend the AGM, a replacement delegate shall be designated to attend in the Directors absence.
- (iii) The President, Executive Vice-President, the Vice-President Eastern Canada and the Vice-President Western Canada shall be elected for two-year terms on even years. The remaining directors shall be elected for two-year terms on odd years. The officers of the Federation shall hold office from the date of appointment or election or until their successors are elected or appointed in their stead.

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14. Duties of Officers

- (i) All officers shall be directors of the Federation and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the Board of Directors.
- (ii) The President is the Chair of the Board of Directors. The President is responsible for the Board in carrying out its duties of overseeing the Federation's activities. The President is the official spokesperson of the Federation. The President is the Chair of the Executive Committee and the chief executive officer (CEO) of the Federation. The President is responsible for managing the affairs of Federation to carry out the Board's directives.
- (iii) The Executive Vice-President assists the President with the President's duties. The Executive Vice-President performs the duties of the President if the President is unable to perform those duties for any reason. The Executive Vice-President is also the Secretary of the Federation. The Secretary keeps the minutes of all the Board's and the Federation's meetings.
- (iv) The Treasurer shall have the custody of the funds and securities of the Federation. The Treasurer shall keep full and accurate accounts of all assets, liabilities, revenues and expenses of the Federation in the books belonging to the Federation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Federation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Federation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Federation.
- (v) The Vice-President Eastern Canada is responsible for advising the President and the Executive Committee about provincial matters in Eastern Canada. Eastern Canada includes Newfoundland, Prince Edward Island, New Brunswick, Nova Scotia, Quebec and Ontario. The Vice-President Eastern Canada is also responsible to establish and maintain effective communication with provincial associations in Eastern Canada.
- (vi) The Vice-President Western Canada is responsible for advising the President and the Executive Committee about provincial matters in Western Canada. Western Canada includes Manitoba, Saskatchewan, Alberta, and British Columbia and Territories. The Vice-President Western Canada is also responsible to establish and maintain effective communication with provincial associations in Western Canada.
- (vii) In consultation with the President, the Technical Director is responsible for establishing and monitoring standards for training, instruction, and promotion in grades and degrees. Also, in consultation with the President, the Technical Director is responsible for scheduling and conducting seminars and special training courses on behalf of the Federation in the provinces.
- (viii) In consultation with the President, the Tournament Director is responsible for establishing and monitoring standards for competitions, scheduling competitions, and sanctioning competitions.

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- (ix) In consultation with the President, the Umpires Director is responsible for establishing standards for judges and for scheduling and conducting umpire's courses on behalf of the Federation.
- (x) The Provincial Directors, 2 from each province, are responsible to assist the Vice-Presidents in their respective regions in carrying out their duties.

15. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Federation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Federation to sign specific contracts, documents and instruments in writing. The Directors may give the Federation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Federation. The seal of the Federation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

16. Meetings

- (i) The annual or other general meeting of the members shall be held at the head office of the Federation or at any place as the Board of Directors may determine and on such day as the said Directors shall appoint.
- (ii) At every annual meeting, in addition to other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or Executive Vice-President shall have power to call, at any time, a general meeting of the voting members of the Federation.
- (iii) Fourteen (14) days' prior written or electronic notice shall be given to each voting member of any annual or special general meeting of members. Members present in person at a meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote, subject to subsection (iv).
- (iv) Prior to every annual meeting, members from each Province shall elect two Provincial Directors from their members respectively. The Provincial Directors shall vote each question on behalf of their applicable Provincial members.
- (v) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be their last address recorded on the books of the Federation.

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17. Minutes of Board of Directors and Executive Committee

- (i) The minutes of the Board of Directors or the minutes of the Executive Committee shall not be available to the general membership of the Federation but shall be available to the Board of Directors; each of whom shall receive a copy of such minutes.

18. Voting of Members

- (i) At all meetings of members of the Federation every question shall be determined by a majority of votes, by the voting members present at the meeting, unless otherwise specifically provided by statute or by these by-laws.

19. Financial Year

- (i) Unless otherwise ordered by the Board of Directors the fiscal year end of the Federation shall be March 31.
- (ii) The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.

20. Amendment of By-Laws

- (i) The by-laws of the Federation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting duly called for the purpose of considering the said by-law. Other voting methods, including electronic on-line or email methods may be used.

21. Auditors

- (i) The members shall at each annual meeting appoint an auditor, to audit the accounts of the Federation, to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

22. Books and Records

- (i) The directors shall see that all necessary books and records of the Federation required by the by-laws of the Federation or by any applicable statute or law are regularly and properly kept.

23. Rules and Regulations

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

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24. Custody of the Corporate Seal and Certifying Document

Custody of the Corporate Seal and the Certification Documents of the Federation shall be with the presiding President of the Federation.

25. The Solicitor for the Federation shall be appointed by the Executive Committee as and when the services of a Solicitor are required.