

Model Bylaws (Societies Regulation 2015, Schedule 1)
Bylaws of *International Taekwon-Do Federation of B.C.*


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Bylaws of *International Taekwon-Do Federation of B.C.*

Incorporation No. S 0023041

(The “Society”)

The Bylaws of the International Taekwon-Do Federation of B.C. are adopted from the Model Bylaws set out in the "Societies Act (11/28/16), in particular Division 2: Name and Governing Documents; #11 Bylaws in their entirety and subject to filed changes as throughout this Document.

Preamble:

1. The International Taekwon-Do Federation of B.C. will regulate and promote Taekwon-Do in British Columbia in accordance with the Constitution and the Bylaws of the International Taekwon-Do Federation (ITF)
2. The International Taekwon-Do Federation of B.C. will be a certified affiliate of the Canadian Taekwon-Do Federation, International (CTFI) which is a non-profit organization for the promotion of Taekwon-Do in Canada; and by being a certified affiliate of the CTFI to comply with the Constitution and the Bylaws of the Canadian Taekwon-Do Federation, International. If and when there is a conflict between the Constitution and Bylaws of the International Taekwon-Do Federation and the Canadian Taekwon-Do Federation, International the Constitution and Bylaws of the International Taekwon-Do Federation will prevail.

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” shall mean the *Societies Act* of British Columbia as amended from time to time;

“**Board**” shall mean the Directors of the Society;

“**Bylaws**” shall mean these Bylaws as altered from time to time.

“**CTFI**” shall mean the Canadian Taekwon-Do Federation, International

“**ITF**” shall mean the International Taekwon-Do Federation

“**ITF of B.C.**” shall mean the International Taekwon-Do Federation of B.C.

“**Rules and Regulations**” shall mean Rules and Regulations of the ITF and/or the CTFI and/or the ITF of B.C.

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Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Member Funded Society

1.4 Member-funded societies exist primarily for the benefit of their members and have the following statement in their constitution:

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

(<http://www2.gov.bc.ca/gov/content/employment-business/business/not-for-profit-organizations/societies-act-transition/about-memberfunded-societies>)

"**member-funded society**" means a society whose constitution contains a statement referred to in section 191 (1) [of the new Societies Act]

PART 2 – MEMBERS

2.1 Application for membership

- A. All applicants for Membership must be a Certified First Degree Black Belt, or of a higher Degree Black Belt as recognized by the International Taekwon-Do Federation and of the age of 19 or older prior to becoming a Member of the International Taekwon-Do Federation of B.C.
- B. Members of the society (International Taekwon-Do Federation of B.C.) are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with the Bylaws and rules and regulations of the ITF of B.C.; in either case, have not ceased to be members.
- C. Membership in the society shall be made up of 3 types of members. This will include General Member, School/Club Member and Honorary Member.
 - i. General Membership of the society is restricted to holders of a valid International Taekwon-Do Federation Black Belt certificate who are of the age of 19 or above, and who meet the Bylaw requirements of the ITF, and of the Canadian Taekwon-Do Federation, International, and of the ITF of B.C.

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- ii. School/Club Membership is restricted to schools/clubs whose Head Instructor holds a valid ITF instructor certification, and holds a General Membership with the ITF of B.C. School/Club Memberships carry no voting privileges.
 - a. Instructors/Schools/Clubs must carry liability insurance as determined by the ITF of B.C. Should a instructor/school/club choose to carry liability insurance with an underwriter other than the ITF of B.C.'s underwriter, said instructor/school/club will have to meet the minimum requirements of the ITF of B.C.'s coverage AND meet the requirements as determined by the ITF of B.C.'s underwriter of insurance.
 - b. Failure to obtain valid and current Liability Insurance through the ITF of B.C.'s underwriter or provide proof of valid and current Liability Insurance meeting the requirements of the ITF of B.C. and the ITF of B.C.'s underwriter by the expiry date of existing Liability Insurance will result in the **immediate expulsion** of said Instructor(s)/School(s)/Club(s) from the ITF of B.C., which will result of the immediate loss of all benefits accruing to Members of the ITF of B.C.
 - c. CTFI membership is required for Instructors' General Memberships and School/Club Memberships. All applications for CTFI membership must be approved by the Directors of the ITF of B.C. and submitted by the ITF of B.C. to the CTFI
 - iii. Honorary Membership may be granted by the Board of Directors. Honorary members are those people whom the society wishes to recognize as role models for the membership. Membership fees will be waived for Honorary membership. Honorary membership will be accompanied by full voting privilege if that individual meets the criteria for General membership.
- D.** A person or school/club who wishes to be a member shall apply to the President through the Secretary/Treasurer by completing the proper application form and supplying all required information and signing the completed application form. Upon acceptance by the Directors (majority vote of Directors required) and payment of applicable fees the applicant shall become a member.

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- E. Members of the International Taekwon-Do Federation of B.C. can obtain a copy of the Constitution, along with Bylaws from the ITF of B.C. website, currently www.itfofbc.org
- F. Where membership is not granted, an appeal may be made in writing to the Board of Directors within 30 days of notification of non-acceptance of membership.
- G. All membership shall expire at the end of the ITF of B.C.'s fiscal year, however payment of the next year's membership fees are not overdue until the date of the Annual General Meeting or November 15th; whichever comes first.
- H. A member in good standing is a member who holds a fully paid current and valid membership and who is not subject to action under I &/or J below.
- I. A person shall immediately cease to be a member of the society and loose all benefits of Membership:
 - i. By delivering their resignation in writing to the Secretary of the society or by mailing it or delivering it to the society's Secretary. NOTE an acknowledged email is acceptable.
 - ii. On the death of the member or in the case of a school/club upon dissolution.
 - iii. On having been a member not in good standing for a period of 30 days, or more.
 - iv. On any school/club/Instructor not having paid up liability insurance of at least the minimum amount set by the ITF of B.C. meeting the requirements of the insuring company (ITF of B.C.'s underwriter). NOTE: also refer to C ii a & b above
 - v. Members who have not kept their membership in good standings must reapply as a New Member with all the New Member conditions applying.
 - vi. On expulsion as outlined in J below.
- J. The Board of Directors shall have the power, by a majority vote of those Directors present at a duly convened meeting to expel or suspend any member when such member's conduct shall be considered by the Board of Directors of the society to be improper, unbecoming, or likely to endanger the welfare, interest or character of the society or when such member willfully commits a breach of the Bylaws or rules & regulations of the society.

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- i. Other than as per C ii a & b and I iv above no member shall be expelled or suspended without proper notification of the charges leading to the decision to expel or suspend the member.
- ii. Acceptable notification will be either by email, if said member has an email address on file with the ITF of B.C. or by registered mail, if no email address is on file with the ITF of B.C.
- iii. Upon receipt of notification of said pending expulsion or pending suspension, the said member is responsible to acknowledge the expulsion/suspension or request a review/appeal of the charges within 10 days of the date on the said notification.
- iv. Acceptable acknowledgement by the said member will be by acknowledgment of the notifying email or by acknowledgment of said registered letter.
- v. Acceptable methods of requesting a review/appeal of said pending expulsion/suspension by the said member will be by replying to the notifying email or by a registered mail letter to the President of the ITF of B.C. requesting a review and providing the member's rationale for the review/appeal.
- vi. If the member does not request a review/appeal within 10 days of acknowledgment of the notification as per J ii - v the member will be considered suspended or expelled, as per the original action proposed.

K. Upon withdrawal or expulsion or suspension of any member, they shall no longer have any rights or privileges appertaining to the society.

L. A register of members shall be maintained by the society.

Duties of members

2.2 Every member shall uphold the Constitution and comply with the Bylaws as well as the rules & regulations of the ITF of B.C., the ITF and the CTFI

2.3 The amount of the annual membership dues, if any, will be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

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Member not in good standing may not vote

- 2.5** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership of member not in good standing.

- 2.6** A person's membership in the society is terminated if the person is not in good standing for 30 days or more.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the society presented to the meeting;
 - (c) consideration of the reports, if any, of the Directors or auditor;
 - (d) election or appointment of Directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

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Chair of general meeting

- 3.4 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the President,
 - (ii) the Vice-President, if the President is unable to preside as the chair, or
 - (iii) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the chair.

Alternate chair of general meeting

- 3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

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Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the Directors' report on the financial statements of the society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

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Methods of voting

- 3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- i. Voting by signed Proxy, Email, or Fax is permitted.
 - i. Proxy authorization by email is permitted.
 - b) A member in good standing present at a meeting of members is entitled to one vote.
 - c) To be eligible to vote a member must be a member in good standing and have been a member of the ITF of B.C. for a minimum of six (6) months.

Announcement of result

- 3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution

- 3.15** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

The preparation and custody of minutes of meetings of the society and Directors

- 3.16** Minutes shall be prepared for all meetings of the society and Directors and shall be kept together with other permanent records of the society by the Secretary/Treasurer.

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PART 4 – DIRECTORS

- 4.1** The society must have no fewer than 5 and no more than 7 Directors;
- 4.1.1** The term of the Directors will be 2 years and will be as follows.
- a) The President, Secretary Treasurer, and one Director will be elected on the odd year for a period of two years.
 - b) The Vice President, and one Director will be elected on the even years for a period of two years.
 - c) In the year the President does not run for office or when a new President is elected the past President automatically becomes a Director for a period of one year and the election of the odd year two year Director, as per a) above, will be postponed until the following year when the odd year Director will be elected for a one year term so as to bring back into place the odd year two year Directorship vote.
 - d) In the years an additional two Directors are elected or appointed, their term shall be two years. These additional Directors will be known as Directors at large.
- 4.1.2** New members are not eligible to hold office as a Director of the International Taekwon-Do Federation of B.C. for a period 12 months from their initial acceptance as full members.

Election or appointment of Directors

- 4.2** The Directors must retire from office at the annual general meeting when their successors are elected
- 4.2.1** At each annual general meeting, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board as per 4.1 & 4.1.1 above.
- 4.2.2** An existing Director who chooses to run for President must resign his/her present position prior to the annual general meeting, as; as per 6.1 below.
- i. Upon the Director accepting the nomination to run for President the current Director position must be posted for nominations; however the incumbent remains in his/her current position until the next Annual General Meeting.

Directors may fill casual vacancy on Board

- 4.3** The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

Term of appointment of Director filling casual vacancy

- 4.4** A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

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PART 5 – DIRECTORS’ MEETINGS

Calling Directors’ meeting

5.1 A Directors’ meeting may be called by the President or by any 2 other Directors.

Notice of Directors’ meeting

5.2 At least 2 days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors’ meetings

5.4 The Directors may regulate their meetings and proceedings as they think fit.

Quorum of Directors

5.5 The quorum for the transaction of business at a Directors’ meeting is a majority of the Directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position:

- (a) President;
- (b) Vice-President;
- (c) Secretary/Treasurer
- (d) Director two year term.
- (e) Director two year term.
- (f) Two Directors at large two year terms.

Directors at Large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

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Role of President

6.3 The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

Role of Vice-President

6.4 The Vice-President is the Vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

Role of Secretary

6.5 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

6.6 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

Role of Treasurer

6.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the society's financial transactions;
- (c) preparing the society's financial statements;
- (d) making the society's filings respecting taxes.

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PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

7.1 These Bylaws do not permit the society to pay to a Director remuneration for being a Director, but the society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the society in another capacity.

Signing Authority

7.2 A contract or other record to be signed by the society must be signed on behalf of the society

(a) by the President, together with one other Director,

(b) if the President is unable to provide a signature, by the Vice-President together with one other Director,

(c) if the President and Vice-President are both unable to provide signatures, by any 2 other Directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the society.

7.2.1 Banking documents including any form of payment of funds from any bank accounts operated by the society must be signed by the President and the Secretary/Treasurer.