

Bylaws  
ALBERTA TAEKWONDO ASSOCIATION

As approved by Special Resolution  
at the Annual General Meeting of the  
Alberta Taekwondo Association  
Saturday, March 24, 2012

Amended April 30, 2022  
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NOTE – The Cover Page, table of contents, headers and footers are not part of the *Bylaws*, and are provided for ease of use only.

**BYLAWS****NAME of SOCIETY: ALBERTA TAEKWONDO ASSOCIATION** (the “*Society*”)

The *bylaws* relating generally to the conduct of the affairs of the *Society*, as it is now named or as it may be named in the future.

**Article 1.****DEFINITIONS AND INTERPRETATION RULES**

- 1.01 A schedule (Schedule A) attached to this *bylaw* establishes the definitions of terms used in this *bylaw* and any unique *rules* of interpretation that apply.

**Article 2.****NATIONAL BODY and AFFILIATION**

- 2.01 Taekwondo Canada Affiliation - The *Society* shall be solely affiliated with *Taekwondo Canada* and have no association with any other national or international taekwondo body other than through that body.
- 2.02 Taekwondo Canada Membership - The *Society* shall maintain its membership with *Taekwondo Canada*.
- 2.03 Kukkiwon Certificates - The *Society*, and its members will submit all applications for *Kukkiwon* certificates through *Taekwondo Canada*.

**Article 3.****HEAD OFFICE**

- 3.01 The Head Office of the *Society* shall be maintained within the Province of Alberta, at such a place as determined from time to time by the *Board*.

**Article 4.****OFFICIAL LANGUAGES AND TRANSLATIONS**

- 4.01 Operational - The official language of the *Society* shall be English.
- 4.02 Technical - For martial art technical terminology in case of a disagreement over any interpretation or translation of Korean into English then the English version shall prevail at any event under the auspices of the *Society*.

**Article 5.****MEMBERSHIP**

- 5.01 Membership Compliance - By becoming a member, or maintaining membership, each member agrees to and will abide by the following:
- a) To act in a manner and to seek to ensure that the interests of the *Society* take precedence over personal or other competing interests of any person including any member, *Officers* or *Directors* of any member; and

- b) That the member is bound by and will enforce:
  - i) the *bylaws* of the *Society*;
  - ii) the rule, *regulations, policies* and *procedures* of the *Society*;
  - iii) any decisions under the above including sanctions and disciplinary; and
  - iv) to adhere to the *Terms of Membership*.
- 5.02 Classes of Membership - There shall be 5 classes of membership in 2 categories as follows:
  - a) *Voting Members* -
    - i) *Black Belt Voting Member*
    - ii) *Special Voting Member*
  - b) *Non-Voting Member* -
    - i) *Non-Voting Black Belt Member*
    - ii) *Non-Voting Colour Belt Member*
    - iii) *Honorary Member*
- 5.03 Black Belt Voting Member -
  - 5.03.1 A Black Belt Voting Member is an individual who:
    - a) has applied for and been approved by the *Board of Directors* for registration as a *Black Belt Voting Member* provided that the individual:
      - i) has been nominated for membership by a *Master*, in good standing with the *Society*, who attests to the applicant's good character;
      - ii) is a:
        - 1) *Master*;
        - 2) *Instructor*; or
        - 3) *Black Belt* student who has attained at least the 1st *Dan* or greater; and
      - iii) is *Financially Sound and Reliable* (which includes the requirement to be at least 18 years old) and not *Unsound of Mind or Character*; and
    - b) has paid applicable *Membership Fees* and, upon becoming a member remains in good standing with the *Society*.
  - 5.03.2 A *Black Belt Voting Member* is eligible to:
    - a) vote as a member; and
    - b) be elected or appointed to committees or office.
- 5.04 Special Voting Member -
  - 5.04.1 A Special Voting Member is an individual who:
    - a) has applied for and been approved by the members of the *Society* for membership as a *Special Voting Member* provided that the individual:
      - i) has been nominated for membership by a *Master*, in good standing with the *Society*, who attests to the applicant's good character;
      - ii) is an adult individual with an intimate knowledge or interest in the *Art and Sport of Taekwondo* with a desire to act in the best interests of the *Society*;
      - iii) is *Financially Sound and Reliable* (which includes the requirement to be at least 18 years old) and not *Unsound of Mind or Character*; and

- b) has paid applicable *Membership Fees* and upon becoming a member remains in good standing with the *Society*.
- 5.04.2 Interim *Special Voting Member* - However, notwithstanding that under s.[5.04.1a](#)) the *Board* may act in place of the members of the *Society* under that section and approve an individual as a *Special Voting Member* but only as an interim member subject to approval at the next annual general meeting and thereby lifting that interim membership status. At that next annual general meeting the membership shall vote whether to approve registration of the individual as a *Special Voting Member*, consistent with s.[5.04.1a](#)) above, but the individual's membership shall lapse if the membership votes upon but fails to approve the granting of *Special Voting Membership* to the individual, or if the membership fails to vote on the issue then it lapses at the end of the meeting; and thereafter the person shall only become a *Special Voting Member* under s.[5.04.1a](#)) above (i.e. being ineligible for a new approval for provisional membership under this provision).
- 5.04.3 A *Special Voting Member* is eligible to:
- a) vote as a member, unless the person is an interim *Special Voting Member* as described in s.[5.04.2](#); and
  - b) be elected or appointed to committees or office.
- 5.05 Non-Voting Black Belt Member -
- 5.05.1 A Non-Voting Black Belt Member is an individual who:
- a) has applied and been approved by the *Board of Directors* for registration as a *Non-Voting Black Belt Member* provided that the individual:
    - i) has been nominated for membership by a *Master* in good standing with the *Society*, who attests to the applicant's good character;
    - ii) is a *Black Belt* student who has attained at least the 1st *Dan or Poom* or greater; and
    - iii) is less than 18 years old) and not *Unsound of Mind or Character*; and
  - b) has paid applicable *Membership Fees* and, upon becoming a member remains in good standing with the *Society*.
- 5.05.2 A *Non-Voting Black Belt Member* is:
- a) not eligible to vote as a member; or
  - b) not eligible to be elected or appointed to committees or office.
- 5.06 Non-Voting Colour Belt Member -
- 5.06.1 A Non-Voting Colour Belt Member is an individual who:
- a) has applied and been approved by the *Board of Directors* for registration as a *Non-Voting Colour Belt Member* provided that the individual:
    - i) has been nominated for membership by a *Master* in good standing with the *Society*, who attests to the applicant's good character; and
    - ii) is ranked as a *Colour Belt*; and
  - b) has paid applicable *Membership Fees* and, upon becoming a member remains in good standing with the *Society*.

- 5.06.2 A *Non-Voting Colour Belt Member* is:
- a) not eligible to vote as a member; or
  - b) not eligible to be elected or appointed to committees or office.
- 5.07 Honorary Members (Non-voting) -
- 5.07.1 An Honorary Member is an individual who:
- a) has applied and been approved by the members of the *Society* for membership as an Honorary Member provided that the individual:
    - i) has been nominated for membership by a *Master* in good standing with the *Society*, who attests to the applicant's good character;
    - ii) is an adult individual with an intimate knowledge or interest in the *Art and Sport of Taekwondo* with a demonstrated desire to act in the best interests of the *Society*; and
    - iii) is *Financially Sound and Reliable* (which includes the requirement to be at least 18 years old) and not *Unsound of Mind or Character*; and
  - b) has paid applicable *Membership Fees* and upon becoming a member remains in good standing with the *Society*.
- 5.07.2 An *Honorary Member* is:
- a) a member at the pleasure of the members of the *Society*;
  - b) not eligible to vote as a member;
  - c) not eligible to be elected or appointed to committees or office; and
  - d) in a membership class that is not subject to payment of *Membership Fees*.
- 5.08 Resignation/Withdrawal of a Member -
- 5.08.1 Any member may withdraw from the *Society* by delivering to the Secretary-General a *written* resignation that states an effective date of not sooner than 60 days therefrom.
- 5.08.2 Withdrawal from Membership will become effective upon approval by the *Board of Directors*.
- 5.08.3 No resignation of a member shall be effective if that member is under any disciplinary investigation or action by the *Society* until the matter has been concluded, including the expiry of any appeal periods or appeals exhausted.
- 5.09 Fines, Suspension or Expulsion -
- 5.09.1 By *Special Board Resolution* the *Board* may fine or suspend any member who does not abide by the *bylaws* or the rule, *regulations, policies* or *procedures* of the *Society*, or whose behaviour is contrary to the best interests of the *Society*, or whose actions may reasonably bring the *Society* into disrepute.
- 5.09.2 A member may be fined no more than \$5.00, and such fine is not subject to appeal.
- 5.09.3 A member may be suspended for a period of time, as determined by the *Board* but is subject to appeal.

- 5.09.4 A member may appeal being suspended, provided that, within 30 days of being notified of the suspension, the member files a *written* appeal with the Secretary-General together with a fee of \$300.00. Provided that the member has paid the fee and is paid up-to-date on all *Membership Fees* then such appeal shall be heard by the members in general meeting as the first item of business at the next general meeting. Notice of the appeal, as special business, shall be given in the notice of the meeting.
- a) If the suspension;
    - i) has expired, the meeting shall hear the appeal in accordance with agenda; or
    - ii) if the suspension has not expired, then the suspension shall be temporarily lifted at the call to order of the meeting, and the appeal shall appear on the agenda. In rendering its decision the meeting may, by majority vote:
      - 1) confirm or vary the suspension;
      - 2) withdraw or repudiate the suspension, in which case the \$300.00 fee shall be refunded.
- 5.09.5 By *Special Resolution* the members of the *Society* may expel any member who does not abide by the rule, *regulations, policies* or *procedures* of the *Society* or whose behaviour is contrary to the best interests of the *Society* or whose actions may bring the *Society* into disrepute. The effects of expulsion shall be the same as for resignation.
- 5.10 Effect of Suspension or Termination of Membership -
- 5.10.1 Upon suspension or termination of membership, the member shall:
- a) not be entitled to, nor receive, refund of *Membership Fees* or *Fines* in whole or in part, nor to have payments or fees carried forward or applied to any other membership; and
  - b) forthwith without delay, and in any case within 30 days, the person suspended or terminated shall:
    - i) pay all that person's debts to the *Society*, dues, fees, and other levies and these shall remain due, as a debt to the *Society*, until paid; and
    - ii) return to the Head Office of the *Society* all documents, records or other property of the *Society* that is in the possession, custody, or control of that person.
- 5.10.2 The Secretary-General shall advise *Taekwondo Canada* of any member who loses membership or good standing in the *Society*.
- 5.11 Membership Status -
- 5.11.1 A member ceases to be in good standing if the member:
- a) has not paid the member's *Membership Fees* or *Fines* as and when due from time to time (including any annual *Membership Fees*), or

- b) has been suspended from or is not in compliance with an order or sanction of:
    - i) the *Society*, or
    - ii) *Taekwondo Canada*;
  - c) has been expelled from *Taekwondo Canada* membership; or
  - d) has failed to become and remain a member of *Taekwondo Canada* within 45 days of becoming a member of the *Society*, but this requirement for membership in *Taekwondo Canada* shall not apply to *Honorary Members* or to *Special Voting Members* who do not hold a rank of *Black Belt* registered with the *Kukkiwon*.
- 5.11.2 A member ceases to be a member upon:
- a) death;
  - b) resignation;
  - c) expulsion from the *Society* or from *Taekwondo Canada* membership;
  - d) no longer being *Financially Sound and Reliable*;
  - e) being *Unsound of Mind or Character*; or
  - f) the member's *Membership Fees* or *Fines* being overdue for 6 months.
- 5.11.3 Any member who ceases to be in good standing with the *Society*:
- a) will not be entitled to any benefits or privileges of the *Society* and,
  - b) will not be entitled to attend or to vote at any meetings of the *Society*.

## Article 6.

### BOARD OF DIRECTORS

- 6.01 Number of Board Members - The *Board of Directors* shall be composed of 12 directors.
- 6.02 Term of Office and Term Limits - The term of office of all *Directors* shall be as follows:
- 6.02.1 3 Year Staggered Terms - Each *Director* of the *Society* shall hold office for 3 years, in staggered terms, effective from the date of installation, after appointment or election, until their successor is installed, after election or appointment. Four of the *Directors* (being one-third of the number of *Directors*) shall be elected in each year, and such directors elected under [s6.03.2](#) to fill vacancies.
- 6.02.2 Term Limits - A person may not be elected or appointed as a *Director*:
- a) if the person has served more than 80 months out of the previous 108 months as a *Director*; or
  - b) has done so for more than 3 consecutive terms.
- 6.02.3 Re-eligibility A person ineligible for election under [6.02.2, above](#), is again eligible to be elected or appointed as a *Director* after not being a *Director* for 1 or more subsequent years.
- 6.02.4 Eligibility of Medical Professional Section [6.02.2, above](#), does not apply to a person who is:
- a) serving as the Medical Director, and
  - b) a physician, practical nurse or registered nurse, or other medical professional qualified by training and registration to diagnose or recognize musculoskeletal injury and brain injury, including concussion.

- 6.02.5 Removal - Any *Director* is subject to removal by a *Special Board Resolution*, after the Ethics Committee reviews and reports to the *Board* concerning the person's actions that fall within the committee's terms of reference.
- 6.03 Vacancies on the Board of Directors -
- 6.03.1 The office of a *Director* shall be automatically vacated:
- a) if at a general or special meeting of members a resolution, previous notice of which has been given, is passed by majority vote cast to remove the *Director* from office; or
  - b) if the *Director*:
    - i) has resigned the office and delivered a *written* resignation to the Secretary-General of the *Society*;
    - ii) is suspended, or is required to resign, as a member;
    - iii) no longer fulfills the qualifications for election if elected, or for appointment if appointed; or
    - iv) has a *Disqualifying Status*.
- 6.03.2 The *Board* shall appoint a person to fill a vacancy on the *Board* until the end of the next annual general meeting, at which the membership shall elect a person to fill the vacancy for the remainder of the term for the position vacated, provided that in both cases the individual who is appointed or elected meets all the requirements to be elected and to hold the office under these *bylaws*.

## Article 7. OFFICERS

- 7.01 Officers – The *Officers* of the *Society* shall be the following for a total of 12 *Officers*:
- |                       |                                       |
|-----------------------|---------------------------------------|
| a) Chair;             | g) Kyorugi High Performance Director; |
| b) Vice Chair;        | h) Poomsae High Performance Director; |
| c) Secretary-General; | i) Public Relations Director;         |
| d) Treasurer;         | j) Event Director;                    |
| e) Medical Director;  | k) Director at Large; and             |
| f) Referee Director;  | l) Director at Large.                 |
- 7.01.2 Election from Among the Directors - The *Officers* shall be elected by the *Directors* from amongst themselves at the first *Board of Directors* meeting following each and every annual general meeting.
- 7.01.3 Terms of Office - The *Officers*:
- a) shall hold office at the pleasure of the *Board*;
  - b) shall be subject to removal by resolution of the *Board of Directors* at any time; and
  - c) may not hold more than one office in the *Society*, but may serve on committees.

7.02 Duty of Officers -

7.02.1 A schedule (Schedule B) attached to this *bylaw* establishes the duties of *Officers* of the *Society*, and such other duties as the *Board* may assign from time to time.

**Article 8.****POWERS OF THE BOARD OF DIRECTORS**

8.01 Powers - The property and business of the *Society* shall be managed by a *Board of Directors*. The *Board of Directors* has the responsibility to act within the objects of the *Society* and shall endeavour to achieve the objects of the *Society* and to discharge all its functions.

8.02 Contracts and Expenditures - The *Board* may make or cause to be made for the *Society*, any kind of contract which the *Society* may lawfully enter into and, save as provided in these *bylaws*, generally, may exercise all such other powers and do all such other acts and things as the *Society* is by its charter, or otherwise, is authorized to exercise and do.

**Article 9.****COMMITTEES**9.01 Executive Committee -

9.01.1 The *Society* shall have an *Executive Committee* which shall be composed of:

- a) Chair;
- b) Vice-Chair,
- c) Secretary-General, and
- d) Treasurer.

9.01.2 Powers of the *Executive Committee*

- a) The *Executive Committee* may exercise the *Administrative Powers* of the *Society* and shall:
  - i) exercise only such powers as are authorized by the *Board of Directors*;
  - ii) work at the direction of the *Board* and may only take action when reasonably necessary to expedite the interests of the *Society* between regularly scheduled *Board* meetings; and
- b) report to the *Board* on actions taken by the *Executive Committee*, and for actions taken more than 30 days before a regularly scheduled *Board* meeting, report, as soon as practicable, to each *Board* member.

9.01.3 Responsibility - It shall be the responsibility of the *Executive Committee* to endeavour to achieve the objects of the *Society* and to discharge all its functions.

9.02 Mandatory Standing Committees Board to Appoint - The *Society* shall have the following standing committees in accordance with the following with such other members and terms of reference as determined by the *Board*, but in all cases if a committee is not Chaired by a *Director* then the *Board* shall appoint a member of the *Board* to the committee as its *Board* liaison:

- a) **Audit Committee** - Chaired by the Treasurer but from which membership is barred for any employee of the *Society* or any employee of a member of the *Society*. The Audit Committee shall consist of the Treasurer plus 3 members appointed by the *Board*.
  - b) **Nominating Committee** - Chaired by the Immediate Past Chair of the *Society*, if ready, willing, available, and no longer sitting on the *Board*. The Nominating Committee shall consist of 3 to 5 persons appointed by the *Board* no later than the December preceding the annual general meeting in order to allow the committee to execute its significant duties. The committee must include male and female members.
  - c) **Ethics Committee** - Chaired by a Voting Member appointed by the *Board*, and composed of up to 3 members of the *Society*. The committee shall take references for ethics reviews from the Chair or the *Board*, or commence reviews on its own initiative, and shall report recommendations to the *Board*.
- 9.03 **Other Committees** - The *Board of Directors* may create such standing or ad hoc committees as deemed necessary (which includes approving recommendations of the Chair):
- 9.03.1 with such members and terms of reference, or duties, as determined by the *Board*, including whether the members of such a committee need to hold any particular class of membership or be members at all; and
  - 9.03.2 whose members will hold their offices at the will of the *Board of Directors* but, in any case, whose term of office for standing committees shall terminate:
    - a) the earlier of the term specified by the *Board* or 4 years; or
    - b) if the holder:
      - i) no longer fulfills the qualifications for appointment;
      - ii) has a *Disqualifying Status*; or
      - iii) if the person was an *Officer* or *Director* when elected or appointed to the committee but the person is no longer a *Director* or has changed office as an *Officer*.

## Article 10.

### MEETING AND VOTING RULES

- 10.01 General Application - Notice and Quorum of Meetings
- 10.01.1 **Issuance of Notice** –*Written* notice of all meetings under these *bylaws* shall:
- a) be given, as the case may be, to:
    - 1) Each **Voting Member and Non-Voting Member** entitled to attend an annual or special general meeting of members;
    - 2) *Board* meeting; or
    - 3) committee meeting;
  - b) be sent to the intended recipient by a method permitted under these *bylaws* (see s.[10.01.2](#));

- c) shall state the date, time and place of the meeting and should include the proposed agenda; and
- d) in the case of an annual or special general meeting where special business will be transacted, contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
- 10.01.2 Method of Notice – Written notice:
- a) shall be given using one of the methods below, as determined by the person designated to preside at the meeting, to be the most appropriate method to bring the notice to the attention of the intended recipient in a timely manner to the intended recipient’s last known contact point or address:
- i) by hand;
  - ii) by mail or courier; or
  - iii) by facsimile transmission, email, or other electronic communication where confirmation of successful transmission or receipt is confirmed; and
- b) should also be posted on the *Society’s* website as notice.
- 10.01.3 Error or Omission - No accidental error or omission in giving notice of any meeting shall, simply because of that fact, invalidate such meeting or make void any proceedings taken thereat and any member entitled to attend the meeting may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 10.01.4 Timing of Notice and Quorum - The time by which notice must be delivered for a meeting and the applicable quorum (not less than 2) of the members entitled to vote at the applicable meeting shall be as set out in the table below:

<b><u>Meeting</u></b>	<b><u>Minimum Time of Notice</u></b> Notice shall be given at least the number of hours or days prior to the meeting indicated below:	<b><u>Quorum*</u></b> (*no proxies are allowed and thus are not part of a quorum count)
<i>Board of Directors</i>	7 days, if given other than by mail; 14 days, if given by mail	Majority
<i>Executive Committee</i>	48 hours, if given other than by mail; 14 days, if given by mail	Majority
All other committees	7 days, if given other than by mail; 14 days, if given by mail	Majority
Annual or Special General Meetings of Members	30 days	A total of 20 <b><i>Voting Members</i></b> composed no not less than: 7 <i>Directors</i> ; and 13 other <i>Voting Members</i>

- 10.01.5 Loss of Quorum - If quorum is lost during a meeting no business may be validly conducted from that point forward unless or until quorum is restored, except motions permitted by the *Parliamentary Authority* in cases where quorum is not present.
- 10.02 General Application - Telephone Or E-communication Meetings
- 10.02.1 Participation - Holding or participation in meeting by telephone or other electronic communications facilities is permitted in *exceptional circumstances* for general or special general meetings of the members, for *Board, Executive Committee*, and the other committee under these *bylaws*, provided that:
- i) at the call to order quorum is established; and
    - 1) all of the members of the meeting agree, or had previously agreed, to the meeting by electronic means; and
    - 2) that in the case of a meeting other than telephone all persons entitled to attend the meeting have equal access to the means and at least two-thirds (2/3) of such persons consent, in advance, to the method of communication;
  - ii) such communications facilities permit all persons participating in the meeting to communicate with each other; and
  - iii) quorum and votes are determined by roll call, except that votes sent electronically will be acknowledged by the Chair, or the person designated by the Chair to receive them. All electronic voting will be recorded and the results will be filed with the Secretary until a motion to destroy them has been passed or the minutes of the meeting have been approved.
- 10.02.2 Communication - Where a meeting by telephone, or other electronic communications facility, is permitted each member participating in the meeting by such means is deemed to be present at that meeting. The failure or inability to establish or maintain telephone or other electronic communications facilities shall not, simply because of that fact, invalidate a meeting or make void any proceedings taken thereat provided that quorum is maintained.
- 10.03 General Application - Voting, and *Written Resolutions*
- 10.03.1 Voting -
- a) Vote to Adopt - A majority of the votes cast shall determine the questions in meetings unless the *Act* or these *bylaws* otherwise provide. Abstentions are not considered as votes cast or counted.
  - b) No Proxy Attendance or Votes - Proxy attendance or voting shall not be permitted.
  - c) Voting Eligibility -
    - i) At general meetings of members, including petitioned (requisitioned) meetings, only *Voting Members* may debate, make motions, and vote, unless other members are otherwise entitled under the law to such rights.

- ii) In committee meetings a person elected or appointed to the committee shall be entitled to vote even if not a *Voting Member*, provided that if the person is a member of the *Society* the person is in good standing with the *Society*.
  - d) Usual Method - Votes shall be determined by a show of hands unless a recorded ballot is requested by a majority of the members present and entitled to vote or as otherwise specified in these *bylaws*.
  - e) Ballot Vote - The presiding officer may, by general consent, order a ballot vote if it is considered, in the opinion of the presiding officer, to be appropriate.
- 10.03.2 Written Resolutions in Lieu of a Meeting - Notwithstanding any other provision in these *bylaws*, a *written* resolution shall be as valid as if it had been passed at a meeting and shall be effective from the date specified in the resolution, but that date shall not be earlier than the date of the earliest signature, if:
- a) in respect of a resolution otherwise required to be passed as a general meeting, it is consented to in *writing* by all the members who would have been entitled at a general meeting to vote on the resolution;
  - b) in respect of a resolution otherwise required to be passed as a *Board* meeting, it is consented to in *writing* by all the *Board* members who would have been entitled at the *Board* meeting to vote on the resolution; and
  - c) in respect of a resolution otherwise required to be passed as a committee meeting, it is consented to in *writing* by all the committee members who would have been entitled at the committee meeting to vote on the resolution.
- 10.04 *Board of Directors Meetings – Added Rules*
- 10.04.1 General Application *Rules* Apply – [10.01](#), [10.02](#), and [10.03](#) apply to meetings of the *Board of Directors*.
- 10.04.2 Time, Place, Minimum - Meetings of the *Board of Directors* may be held at any time and place to be determined by the *Directors* provided that the required *written* notice of such meeting has been given to each *Director*, or to the degree that exemptions to notice requirements apply.
- 10.04.3 There shall be at least 3 meetings per year of the *Board of Directors*.
- 10.04.4 Opportune Board Meetings without Formal Notice - Meetings of the *Board of Directors* may be held at any time without formal notice being given:
- i) if, and while, all the *Directors* are present; or
  - ii) if a quorum is present and those *Directors* who are absent, either before or after the meeting, signify their consent in *writing* or by *written* electronic means to the holding of the meeting in their absence.
- 10.05 *Meetings of Committees - Added Rules*
- 10.05.1 General Application *Rules* Apply – [10.01](#), [10.02](#), and [10.03](#) apply to committee meetings (which includes meetings of the *Executive Committee*).

- 10.05.2 Time, Place, Minimum -Meetings of any committee of the *Society* (which includes the *Executive Committee*) may be held at any time and place to be determined by the Chair of the committee provided that the required *written* notice of such meeting has been given to each committee member, or to the degree that exemptions to notice requirements apply.
- 10.05.3 Voting - Each committee member who is entitled to vote shall be entitled to cast one (1) vote on each motion. Abstentions are not votes cast or counted.
- 10.06 Member Meetings
- 10.06.1 General Application *Rules* Apply – [10.01](#), [10.02](#), and [10.03](#) apply to member meetings.
- 10.06.2 Call of Meetings - The *Board* or the Chair shall have power to call, at any time, with proper notice, a general meeting of the members of the *Society*, which include the annual general meeting and special general meetings.
- 10.06.3 Annual General Meeting (AGM) -
- a) An annual general meeting shall be held each year in the month of March, April or May on a Saturday, but if a *Society* sanctioned taekwondo tournament is held on such a Saturday the meeting may be held on the following day, a Sunday.
  - b) The annual general meeting or any other general meeting of the members shall be held at any place in Alberta, at the date and time determined by the *Board*, but annual general meetings shall be held no fewer than one (1) year out of every 4 years within each of the following:
    - i) the City of Calgary, or its immediately adjacent municipality, and
    - ii) the City of Edmonton, or its immediately adjacent municipality.
  - c) The objects of the annual general meetings are to:
    - i) hear and review the Chair's report;
    - ii) hear and review the Treasurer's report;
    - iii) hear, review, and decide on adoption of the audited financial statements;
    - iv) elect eligible individuals as *Special Voting Members* as the members see fit;
    - v) elect eligible individuals as *Directors* replacing or re-electing those whose terms are to expire at the meeting;
    - vi) appoint an *Auditor*; and
    - vii)hear and decide of any other matter legally brought before the general meeting of the members.
  - d) With proper notice the members may consider and transact any special business at any meeting of the members.
- 10.06.4 Special General Meetings, Called/Petitioned
- a) Special general meetings of the members of the *Society* may be called to be held at any place in Alberta specified in the call.
  - b) A special general meeting shall also be called by the Chair, or the *Secretary-General* upon receipt of a petition (also known as a requisition) from at least 25% of the *Voting Members* in good standing. Such petition shall:

- i) set out, in general terms, the business to be discussed at the meeting;
- ii) be signed by the petitioners; and
- iii) be delivered to the Head Office of the *Society*.
- iv) The only business that may be conducted at a special general meeting is the business stated in the notice of the meeting consistent with the petition.

### **Article 11.**

#### **MINUTES**

- 11.01 Board Minutes -The minutes of the *Board of Directors* shall be made available to the members of the *Society*, which may be by posting on the *Society's* website, but if not so posted: then upon demand by no fewer than 5 members of the *Society* promptly made available at the Head Office. However this availability and access to the minutes shall exclude the minutes or portion of minutes thereof:
- a) excluded or redacted to the extent required under the privacy laws for the protection of confidentiality or personal privacy; and
  - b) for meetings or portions of meetings specifically held in the absence of the public to deal with property transactions, personnel matters, *Board* or committee performance evaluation, or legal matters in preparation for or involving legal action or otherwise involving solicitor and client privilege.
- 11.02 General Meeting Minutes -The minutes of any general or special meeting of the membership shall be made available to the general membership of the *Society*:
- 11.02.1 at the Head Office, which is satisfied by posting on the *Society's* website; and
  - 11.02.2 at the next general meeting, for the previous annual general meeting and any intervening general meeting.
- 11.03 Draft General Meeting Minutes -The draft but not approved minutes of any general or special meeting of the membership shall be promptly reviewed by the Chair and upon demand by no fewer than 5 members of the *Society* promptly made available to the members of the *Society* by:
- 11.03.1 posting on the *Society's* website as unapproved draft minutes; or
  - 11.03.2 if not posted then made available at the Head Office (which may be necessary where the minutes are for members only and not a public document).
- 11.04 Committee Minutes - All committees shall keep minutes of all business conducted at meetings. Within 14 days of the completion of any meeting of any committee, the recording secretary of the committee shall send a true copy of the minutes and any supporting documents to the Chair or the Secretary-General. If deemed required, the *Executive Committee* shall assign an employee of the *Society* to act as the Recording Secretary and staff liaison of the committee.

**Article 12.****FIDUCIARY DUTY AND CONFLICT OF INTEREST**

- 12.01 Director Duties - A *Director*, no matter how elected or appointed, must:
- a) act in the best interests of the *Society* and with a view to advancing its welfare;
  - b) avoid *Interest Conflicts* (potential, actual, or apparent conflicts of interest) or otherwise manage them in order to neutralize them;
  - c) comply with the *Society's Code of Ethics or Conduct*; and
  - d) exercise the care, skill and diligence that would be exercised in the same circumstances by a reasonable person having both:
    - i) the knowledge and experience that may reasonably be expected of a *Director*, as the case may be; and
    - ii) the knowledge and experience of the specific individual.
- 12.02 Conflict of Interest - A *Director* who has an *Interest Conflict*:
- a) shall be counted in the quorum for a meeting at which the individual attends notwithstanding that the individual is absented while any matter is considered in respect of which an *Interest Conflict* exists for that individual;
  - b) must not participate in the discussion of or vote on any questions concerning such matter at the meeting;
  - c) must be absented from any in-camera discussions or vote concerning such matter at the meeting; and
  - d) even if otherwise excluded from participation or attendance due to an *Interest Conflict* may be specifically called upon by the presiding officer to attend and answer questions put in debate through the presiding officer before again withdrawing from making comment or, in the case of an in camera meeting, from the meeting place.

**Article 13.****INDEMNITIES TO DIRECTORS AND OTHERS**

- 13.01 Indemnity - Every *Director* of the *Society* and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the *Society*, from and against:
- 13.01.1 all costs, charges and expenses which such *Director* sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, error, omission, matter, or thing whatsoever, made, done, not done, or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his or her own gross negligence; and
  - 13.01.2 all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

- 13.02 Loss of Indemnity - Notwithstanding anything herein to the contrary, the *Society* shall not indemnify or hold harmless any *Officer, Director*, member or employee for any costs, expenses, charges, loss, damage, or misfortune of any kind whatsoever, if such is incurred in the actual or purported execution of their duties offices for or on or behalf of the *Society* that are caused directly or indirectly by:
- a) fraud, dishonesty or bad faith of any such person; or
  - b) wilful neglect or default of any such person.
- 13.03 Insurance - The *Society* shall, at all times, maintain in force such *Directors' and Officers'* liability, and other appropriate insurance, as may be approved by the *Board* to cover any potential liability of the *Society*, or its *Board, Officers*, employees, or others for whom it may be vicariously liable.

#### Article 14.

##### RECOGNITION OF SCHOOLS

- 14.01 The *Society* shall establish and publish criteria for licensure of Taekwondo *Do-Jangs* recognized in Alberta. Such criteria include:
- a) The requirement that any such Taekwondo *Do-Jang* must be owned or operated under the auspices of a *Master* who is in good standing with the *Society*; and
  - b) Such policies established by the *Board*, subject to the direction at a general meeting consistent with s15.02.2, as are published setting out the criteria.

#### Article 15.

##### POLICIES, PROCEDURES & FAIRNESS

- 15.01 Natural Justice - The principles of natural justice and procedural fairness shall apply to the conduct of all matters under these *bylaws*.
- 15.02 Policies and Procedures - The *Board of Directors* may prescribe *rules, regulations, policies* and *procedures* that are:
- 15.02.1 not in conflict with those of *Taekwondo Canada*; and
  - 15.02.2 subject to the direction at a general meeting, consistent with these *bylaws* relating to:
    - a) itself and its meetings;
    - b) the management and operation of the *Society*;
    - c) the *Art and Sport of Taekwondo* within the Province of Alberta; and
    - d) the ethics and conduct of members.
- 15.03 Conflict with National Body *Rules* – If there is any conflict between the *Society's rules, regulations, policies* or *procedures* and those of *Taekwondo Canada*, then the provisions with the highest standards or the strictest provision will take precedence and shall apply.
- 15.04 Cancellation of Policies - Such *rules, regulations, policies* and *procedures* shall be subject to amendment or cancellation by majority vote at a general meeting of the members.

**Article 16.**  
**NOMINATIONS AND ELECTIONS**

- 16.01 Nomination for *Special Voting Membership*
- 16.01.1 Candidates to become *Special Voting Members*, must consent to the nomination and be nominated by a Master who is a *Black Belt Voting Member*.
- 16.01.2 Nominations of individuals for election as a *Special Voting Member* shall be presented to the Board, no later than 45 days prior to the election meeting.
- 16.01.3 A list of all nominations for *Special Voting Members* shall be posted on the *Society's* website, or circulated in *writing* or by email to all *Voting Members*, at least 30 days prior to the date set for the election.
- 16.02 Election to *Special Membership* - At each annual general meeting the election of *Special Voting Members* shall be conducted before the nomination and/or election of *Directors* takes place, if occurring in that year. Such election of *Special Voting Members* shall be conducted individually, by ballot, for each candidate, including each individual approved by the *Board* as a *Special Voting Member* and having the status of an interim member under s.5.04.2. Notwithstanding any other provision to the contrary, any *Special Voting Member* who is an interim member shall not be entitled to vote at meetings of members.
- 16.03 Nominations of *Directors*
- 16.03.1 Any *Voting Member* may be nominated as a *Director* provided that the person consents to the nomination and the person:
- a) is eligible to be elected as *Director* in the year of the election consistent with s.6.02, which limits which *Black Belt Voting Members* may be elected;
  - b) is eligible to act as a *Director* of the *Society* under these *bylaws*; and
  - c) has either been nominated:
    - i) by submission of nomination to the Nominating Committee within 15 days of the Nominating Committee's call for nominations or 45 days before the date set for the election, whichever is later; or
    - ii) from the floor of the annual general meeting.
- 16.03.2 The Nominating Committee shall consider potential candidates for election and recommend persons who best meet the requirements for personal attributes, competencies, and a mix thereof on the *Board*, as well geographic representation. The committee shall consider skills and knowledge at the provincial, national and international level of the *Art and Sport of Taekwondo*, and the attributes and competencies as may be set out in rule, *regulations*, *policies* and *procedures*.
- 16.03.3 The Nominating Committee shall:
- a) determine at least 60 days before the date set for the election, whether *Directors* currently serving on the *Board* but whose terms are expiring wish to be re-elected and whether the person also seeks re-election;

- b) give notice, or ensure notice is given, to all *Voting Members* at least 60 days before the date set for the election, such notice to solicit applications from qualified individuals to be nominated as *Directors* and those who may seek to be *Officers*, and give notice of the time limitations for submission of nominations consistent with s.[16.03.1](#);
  - c) ensure that there are sufficient qualified candidates to fill the minimum number of positions for election; and
  - d) seek from any possible nominee:
    - i) a brief biographical sketch and summary of qualifications; and
    - ii) *written* consent to be nominated, unless currently serving on the *Board*.
- 16.03.4 The Nominating Committee shall present a report to the *Board*, no later than 45 days prior to the election meeting, containing a list of all qualified candidates, including all qualified candidates nominated by any *Voting Member*.
- 16.03.5 A list of all nominations shall be posted on the *Society's* website, or circulated in *writing* or by email to all *Voting Members*, at least 30 days prior to the date set for the election.
- 16.04 Election of *Directors*
- 16.04.1 The *Directors* shall be elected by the *Voting Members* at the annual general meeting consistent with [s6.02](#) and this Article.
- 16.04.2 If more persons are nominated for *Director* positions than are available then the person(s) receiving the largest number of votes for the available positions shall be the nominee(s) elected.

### **Article 17.** **FINANCE**

- 17.01 Fiscal Year -The fiscal year of the *Society* shall be from September 1st to the next following August 31<sup>st</sup>.
- 17.02 Membership Fees -*Membership Fees* for each class or category of membership, and the due dates, will be as determined by the *Board*. There shall be no *Membership Fees* for *Honorary Membership*. Unless specified otherwise by the *Board*, the membership year shall run from the first day of September to the last day of August and the deadline for *Membership Fees* shall be the last day of November.
- 17.03 Financial Statements - The Treasurer shall provide to each annual general meeting the current financial statement setting out the *Society's* income, disbursements, assets and liabilities, audited and signed by the *Society's Auditor*. Copies of this statement shall be distributed to each of the *Directors* of the *Society* a minimum of two (2) weeks prior to the annual general meeting.

17.04 Auditor(s)

- 17.04.1 The *Society* shall, at each annual general meeting, appoint a registered accounting professional (e.g. CA, CPA, CGA, or CMA) as an *Auditor* to audit the accounts and annual financial statements of the *Society* for report to the members at the next annual meeting. However, provided that the immediately preceding audit was conducted by an *Auditor* appointed as above, if in the opinion of the members at the annual meeting a *Auditor* cannot be obtained for reasonable remuneration, they may appoint the Audit Committee, excluding the Treasurer, to perform the duties of the *Auditor*.
- 17.04.2 The *Auditor* shall not be a member, an employee or a *Director* of the *Society*, or have a *Disqualifying Status*.
- 17.04.3 The *Auditor* shall hold office until the next annual meeting provided that the *Directors* may fill any casual vacancy in the office of the *Auditor*.
- 17.04.4 The remuneration of the *Auditor* shall be fixed by the *Board of Directors*.

**Article 18.****PROPERTY AND FINANCIAL INSTRUMENTS**

- 18.01 Property - The *Society* may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the *Board* may determine, provided that in no case may assets of the *Society* be sold or otherwise disposed of for less than fair market value.
- 18.02 Borrowing – The *Society* may borrow funds and pledge any assets upon such terms and conditions as the *Board* may determine in order to carry out the purposes of the *Society*, however; in no case shall debentures be issued without the approval of the members by *Special Resolution*.
- 18.03 Execution of Documents
- 18.03.1 Contracts, documents or any instruments duly authorized to be issued under these *bylaws* but which must be in *writing* and require the signature of the *Society*, shall be signed by:
- a) the Chair and the Treasurer;
  - b) the Chair and any 2 *Officers*; or
  - c) the Treasurer and any 2 *Officers*;
- in which case all contracts, documents and instruments in *writing* so signed shall be binding upon the *Society* without any further authorization or formality.
- 18.03.2 The *Board* shall have power from time to time by resolution to appoint such of the *Officers* or *Directors* to sign, on behalf of the *Society*, specific contracts, documents and instruments in *writing*.
- 18.03.3 The *Board* may give the *Society'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 *Society*.

**Article 19.**  
**EMPLOYEES**

- 19.01 *Board Hires* - 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*.

**Article 20.**  
**BOOKS AND RECORDS**

- 20.01 In Good Order - The *Board* shall see that all necessary books and records of the *Society* required by the *bylaws*, and by any applicable statute or law, are regularly and properly kept.
- 20.02 Availability - The books and records may be inspected by any member of the *Society* at:
- a) the Head Office in accordance with the *Act*; or
  - b) the annual general meeting provided that the person seeking the inspection has giving reasonable notice and arranging a time satisfactory to the *Officer(s)* having charge of the relevant book or record.

**Article 21.**  
**REMUNERATION**

- 21.01 No Gain - The *Society* exists only for the purposes set out in the objectives and will be carried on without the purpose of gain for its *Officers, Directors*, employees, or members and any profits or other accretions to the *Society* shall be used only in promoting its objects.
- 21.02 No Member Remuneration - With the exception of remuneration to the *Auditor* and employees, no *Director, Officer*, committee member or member shall receive any remuneration of any kind, or profit in any manner from or with respect to; their office or any other services rendered to the *Society*.
- 21.03 Expenses - *Officers, Directors* and members may be paid reasonable expenses incurred in the performance of their duties in accordance with the *Society's* rule, *regulations, policies* and *procedures* relating to expenses.

**Article 22.**  
**CORPORATE SEAL**

- 22.01 The *Board* may adopt a seal for the *Society* and specify its form and contents.
- 22.02 The Seal shall be in the possession of the Secretary-General, or maintained at the Head Office of the *Society*, and whenever affixed shall be accompanied by the signature of any *Officer* or *Officers* appointed for that purpose by resolution of the *Board of Directors*.

**Article 23.**  
**MARKS AND LOGOS**

- 23.01 The *Board* may adopt such legal marks, logos or livery as desired for the *Society*; and
- 23.01.1 seek trade-mark or service-mark protection; and
  - 23.01.2 specify their use.

**Article 24.****PARLIAMENTARY AUTHORITY**

- 24.01 The *rules* contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern on all questions of procedure and parliamentary law in all cases to which they are applicable and in which they are not inconsistent with the *Act*, these *bylaws* and any special *rules* of order the *Society* may adopt.

**Article 25.****AMENDMENT OF THE BYLAWS**

- 25.01 The *bylaws* of the *Society* may be repealed or amended by *Special Resolution* of the members.
- 25.02 The repeal or amendment of such *bylaws* shall not be enforced or acted upon until registered with the Alberta Corporate Registry under the *Act*.

**Article 26.****DISSOLUTION**

- 26.01 It is specially provided that in the event of dissolution of the *Society*, all its remaining assets after payment of its liabilities shall be distributed by *Special Resolution* to one or more recognized charitable organizations in Alberta and/or a registered Alberta amateur athletic organization.

**Article 27.****TRANSITION PROVISIONS**

- 27.01 Notwithstanding any other provision in these *bylaws* the following shall apply:
- 27.01.1 The *Directors* of the *Society* in office pending elections in accordance with [Article 16](#) shall be the individuals specified as the *Directors* of the *Society* in the resolution approving these *bylaws*.
- 27.01.2 In order to initiate the staggering of full 3 year terms under these *bylaws* and establish calculation of term limits the first election of *Directors* under these *bylaws* shall be at the annual general meeting next following the effective date of these *bylaw* with 12 *Directors* being elected.
- a) The elections shall be held in accordance with the *bylaws*, including the nomination procedures set out in these *bylaws* except where they conflict with the following:
- i) the elections shall be conducted by ballot, unless 12 or fewer people stand for election in which case the Chair shall declare the nominees elected without the need for a ballot.
  - ii) a single ballot shall be conducted with votes indicated for up to 12 of the nominees.
  - iii) Ballots with more than 12 names marked shall be deemed spoiled ballots and shall not be counted as votes.
  - iv) The 12 nominees who receive the largest number of votes will be declared elected.

- b) The selection of *Officers* shall be in accordance with [Article 7](#) but prior to that selection the staggered terms of the *Directors* shall be determined by lot as follows drawn in groups of 4:
  - i) the first 4 individuals drawn shall serve 3 year terms;
  - ii) the second 4 individuals drawn shall serve 2 year terms; and
  - iii) the final 4 individuals drawn shall serve 1 year terms.
- c) The calculation of term limits under [s6.02.2](#) shall not include service prior to these bylaws coming into effect and shall commence for the individuals specified for the 1, 2, and 3 year terms under this section as follows:
  - i) for the individuals with 3 year terms the calculation of the term limits shall commence from the date of their election at the annual general meeting; and
  - ii) for the individuals with 1 and 2 year terms the calculation of the term limits shall commence from the date of the next succeeding annual general meeting (thus not counting the first year of their terms).

## SCHEDULE A

### Definitions and Other Interpretation Rules

#### 1. DEFINITIONS

In *bylaws* of the *Society* the following terms have the meaning defined as set out in the table below, and shall have the same meaning in any *policies, procedures, regulations, rules* or administration and management documents under the *bylaw*, unless there is a clear intention to the contrary or unless the context clearly indicates otherwise. For ease of reference only, and not so as to affect the meaning or the applicability of a definition, defined terms may be rendered in a different font or typeface within or under the *bylaw*.

<i>Act</i>	means the <i>Societies Act</i> , RSA 2000, c S-14, as amended or its successor.
<i>Administrative Powers</i>	Means to administer the day-to-day operations of the <i>Society</i> in order to implement the <i>bylaws, rules, regulations, policies, procedures</i> and other decisions of the <i>Board of Directors</i> or the membership, and does not carry with it the power to make such decisions.
<i>Art and Sport of Taekwondo</i>	means the Korean Martial Art, the standards of which are set and regulated, in order of authority, globally by the World Taekwondo Federation, nationally by <i>Taekwondo Canada</i> , and provincially by the <i>Society</i> .
<i>Auditor</i>	means an individual appointed by the members at the annual or any other general meeting to audit the books, accounts, and records of the <i>Society</i> for a report to the members at the next annual general meeting.
<i>Black Belt</i>	means an individual who has attained at least the 1 <sup>st</sup> <i>Dan</i> or <i>Poom</i> from the <i>Kukkiwon</i> which is registered with <i>Taekwondo Canada</i> .
<i>Black Belt Voting Member</i>	means a member of the membership class of Black Belt Voting Member under these <i>bylaws</i> .
<i>Board or Board of Directors</i>	means the <i>Board of Directors</i> of the <i>Society</i> .
<i>bylaws</i>	means the <i>bylaws</i> expressed in this document, and as it may be amended from time to time.
<i>Close Relative</i>	means a parent, brother, sister, child, aunt or uncle of a <i>Director</i> and the child or <i>Spouse</i> of any of them.
<i>Code of Ethics or Conduct</i>	means such <i>rules</i> for conflict of interest, ethical conduct, and other codes of conduct, behaviour or protocols as amended, supplemented, revised or restated from time to time by the <i>Board</i> , and if required therein, includes the requirement to complete and submit a conflict of interest form.
<i>Colour Belt</i>	means a taekwondo student who has not yet attained 1 <sup>st</sup> <i>Dan/Poom</i> .
<i>Dan</i>	means the degree of black belt certified by the <i>Kukkiwon</i> , from time to time, for individuals to hold the “Dan” designation (which at the date that these <i>bylaws</i> were passed was set at 16 years of age).
<i>day, days, or day(s)</i>	means a calendar day(s).

<i>Director</i>	an individual elected or appointed to serve on the <i>Board</i> pursuant to these <i>bylaws</i> .
<i>Disqualifying Status</i>	means having the following status or a person who is: <ul style="list-style-type: none"> <li>a. a provider of services (which, for emphasis, also applies to the operation of a Taekwondo school or other sports schools) or a merchant, manufacturer or producer of any kind of sports items pertaining to sports or an employee, shareholder, partner, contractor, officer or director of same <b>unless</b>, subject to <i>Board policies</i> limiting or prohibiting such status, the person duly files an accurate conflict of interest statement as required by the <i>Board</i> (which may be an annual requirement), and complies with the <i>Society's Code of Ethics or Conduct</i>;</li> <li>b. an athlete active in competitive sparring, with points going toward national ranking, in the <i>Art and Sport of Taekwondo</i> within the last 6 months and not retired therefrom;</li> <li>c. a member of a <i>Board</i> concerning a martial art that is not the <i>Art and Sport of Taekwondo</i> if not expressly approved by the <i>Board</i> as not thereby creating or putting the person into a conflict of interest;</li> <li>d. not <i>Financially Sound and Reliable</i>;</li> <li>e. <i>Unsound of Mind or Character</i>; or</li> <li>f. found by a <i>Special Resolution</i> of the <i>Society</i> to have breached the <i>Society's Code of Ethics or Conduct</i>.</li> </ul>
<i>Do-Jang</i>	means a martial arts school, club, or other organization actively involved in teaching and training students and competitive athletes in the <i>W.T.F.</i> style of Taekwondo.
<i>Exceptional Circumstances</i>	are unforeseen circumstances that would prohibit in person participation. These circumstances must affect a "majority" of the members.
<i>Executive Committee</i>	means the committee of the <i>Board</i> , as specified in these <i>bylaws</i> , that is to carry out the work of the <i>Board</i> between <i>Board</i> meetings, in accordance with the direction or terms of reference set by the <i>Board</i> .
<i>Ex-officio</i>	means a person designated as an ex-officio member entitled to notice and to attend meetings. At such meetings, unless stated otherwise in these <i>bylaws</i> , such a designated person may: <ul style="list-style-type: none"> <li>a. make motions;</li> <li>b. speak in debate; and</li> <li>c. vote.</li> </ul> In addition a person designated as an ex-officio member shall be counted in determining whether or not quorum is present except: <ul style="list-style-type: none"> <li>d. the Chair, whenever the <i>bylaws</i> provide that the Chair shall be an ex-officio member of all committees (except the Nominating Committee); and</li> <li>e. if the ex-officio member is not a member, officer, or employee of the <i>Society</i>.</li> </ul>

<i>Financially Sound and Reliable</i>	means a person with power under law to contract who: <ul style="list-style-type: none"> <li>a. if an individual, is at least 18 years of age or older;</li> <li>b. is not an un-discharged bankrupt;</li> <li>c. has not made any arrangement or composition with creditors; and,</li> <li>d. has not been found guilty by a court of competent jurisdiction of an offence involving fraud.</li> </ul>
<i>Fines</i>	includes charges to a member, relating to the member, as or in the nature of: <ul style="list-style-type: none"> <li>a. fines;</li> <li>b. penalties; or</li> <li>c. costs incurred by the <i>Society</i> in relation to: <ul style="list-style-type: none"> <li>i. investigation from preparation through to completion;</li> <li>ii. preparation through to completion of disciplinary proceedings; or enforcement of any of the above or <i>Terms of Membership</i>.</li> </ul> </li> </ul>
<i>Honorary Member</i>	means a member of the membership class of Honorary Member under these <ul style="list-style-type: none"> <li>iii. <i>bylaws</i>.</li> </ul>
<i>Instructor</i>	means a holder of a <i>Black Belt</i> who is registered with the <i>Society</i> as an instructor of the <i>Art and Sport of Taekwondo</i> .
<i>Interest Conflicts</i>	means a potential, actual, or apparent conflict of interest and includes, without limitation, any circumstance in which: <ul style="list-style-type: none"> <li>a. a member or a <i>Related Person</i> has a direct or indirect economic interest or other personal benefit or advantage;</li> <li>b. a <i>Director</i> owes a duty to someone other than the <i>Society</i>, in relation to the <i>Society</i>, its business or affairs, or the <i>Art and Sport of Taekwondo</i>; or</li> <li>c. a <i>Director</i> or a <i>Related Person</i> acquires or may reasonably anticipate acquiring, a direct or indirect economic interest or other personal benefit or advantage that a reasonable observer: <ul style="list-style-type: none"> <li>i. may reasonably be attributed to the <i>Director's</i> position as such; and may be concerned about the ability of the <i>Director</i> to perform the duties of a <i>Director</i> impartially without influence arising from conflict of interest; or about the integrity of the <i>Society</i>, the <i>Board</i> or the <i>Director</i>.</li> </ul> </li> </ul>
<i>Kukkiwon</i>	means the World Taekwondo Federation or a body within it whose mandate is <ul style="list-style-type: none"> <li>ii. to certify black belts and issue certification documents.</li> </ul>
<i>majority vote</i>	means a vote of not less than fifty percent (50%) plus one (1) vote of the total number of votes cast at a meeting.
<i>Master</i>	means a <i>Kukkiwon</i> certified 5th <i>Dan</i> or higher, who is qualified to promote colour belts and black belts in accordance to <i>Kukkiwon regulations</i> .
<i>member</i>	means a member of the <i>Society</i> .
<i>Membership Fees</i>	includes annual fees or dues, special assessments, and initiation fees charged to members.
<i>month</i>	means calendar month.
<i>Non-Voting Black</i>	means a member of the membership class of Non-Voting Black Belt Member

<i>Belt Member</i>	under these <i>bylaws</i> .
<i>Non-Voting Colour Belt Member</i>	means a member of the membership class of Non-Voting Colour Belt Member under these <i>bylaws</i> .
<i>Non-Voting Member</i>	means <i>Non-Voting Black Belt Member</i> , <i>Non-Voting Colour Belt Member</i> , and <i>Honorary Member</i> under these <i>bylaws</i> .
<i>office</i>	includes holding or serving in the office as <i>Director</i> or <i>Officer of the Society</i> .
<i>Officer, or Officer of the Society</i>	means any individual occupying the offices set out in <a href="#">Article 7</a> , or such other officers as the <i>Board of Directors</i> may appoint by law.
<i>policies, or procedures, or regulations, or rules</i>	as to any version or collection of these terms, includes: rules, regulations, policies, or procedures, howsoever named or titled, where the context refers to any of these created under the power of the <i>Board</i> or <i>Society</i> .
<i>Poom</i>	means the degree of black belt certification by the <i>Kukkiwon</i> , from time to time, for individuals to hold the “Poom” designation (which at the date that these <i>bylaws</i> were passed was set at less than 16 years of age).
<i>Related Person</i>	means a person, entity or association whose relationship to the individual is that of: <ul style="list-style-type: none"> <li>a. a <i>Spouse</i> or <i>Close Relative</i>;</li> <li>b. a corporate entity of which the member or a <i>Spouse</i> or <i>Close Relative</i> of the individual: <ul style="list-style-type: none"> <li>i. is a <i>Director</i> or <i>Officer</i>; or</li> <li>ii. has direct or indirect ownership, control, or direction of securities which in the aggregate: <ul style="list-style-type: none"> <li>1. have a value exceeding \$10,000;</li> <li>2. produces an income greater than \$10,000 per annum; or</li> <li>3. represent 5 per cent or more of the outstanding securities;</li> </ul> </li> </ul> </li> <li>c. a partnership of which the individual, or the <i>Spouse</i> or a <i>Close Relative</i> of the individual, is a partner (with an interest exceeding \$10,000), other than a limited partnership in which any such person is a limited partner;</li> <li>d. a trust or estate in which the individual or a <i>Spouse</i> or <i>Close Relative</i> of the individual, serves as a trustee or in a similar capacity or has a beneficial interest exceeding \$10,000.</li> </ul>
<i>Society</i>	means the Alberta Taekwondo Association, as it is now named or as it may be named in the future.

<i>Special Board Resolution</i>	<p>means:</p> <ul style="list-style-type: none"> <li>a. a resolution passed: <ul style="list-style-type: none"> <li>i. at a <i>Board</i> meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and</li> <li>ii. by the vote of not less than 75% of those <i>Board</i> members who, if entitled to do so,</li> </ul> </li> <li>b. a resolution proposed and passed as a <i>Special Resolution</i> at a <i>Board</i> meeting of which less than 21 days' notice has been given, if all the <i>Board</i> members entitled to attend and vote at the <i>Board</i> meeting so agree, or</li> <li>c. a resolution consented to in <i>writing</i> by all the members who would have been entitled at a <i>Board</i> meeting to vote on the resolution.</li> </ul>
<i>Special Resolution</i>	<p>means:</p> <ul style="list-style-type: none"> <li>a. a resolution passed: <ul style="list-style-type: none"> <li>i. at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and;</li> <li>ii. by the vote of not less than 75% of those members who, if entitled to do so,</li> </ul> </li> <li>b. a resolution proposed and passed as a <i>Special Resolution</i> at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or</li> <li>c. a resolution consented to in <i>writing</i> by all the members who would have been entitled at a general meeting to vote on the resolution.</li> </ul>
<i>Special Voting Member</i>	means a member of the membership class of Special Voting Member under these <i>bylaws</i> .
<i>Spouse</i>	includes a common law or same sex <i>Spouse</i> .
<i>Taekwondo Canada</i>	means the W.T.F. Taekwondo Association of Canada as it is named now or in the future, or its successor.
<i>Terms of Membership</i>	means, for all classes of members, means complying with the <i>bylaws</i> and the rule, <i>regulations, policies</i> and <i>procedures</i> of the <i>Society</i> (which for the sake of emphasis includes the <i>Code of Ethics or Conduct</i> ).
<i>Unsound of Mind or Character</i>	means being: <ul style="list-style-type: none"> <li>not of sound mind or being placed under legal guardianship under the laws of any province or country;</li> <li>found guilty under laws within Canada, or of any sovereign state, of any offence concerning or including charges of a violent, sexual or racial nature against any person.</li> </ul>

<i>Voting Members</i>	means the <i>Black Belt Voting Members</i> and <i>Special Voting Members</i> .
<i>W.T.F.</i>	means the World Taekwondo Federation, or its successor.
<i>written or writing</i>	means handwriting, printing, lithography, photography, and other modes of representing or reproducing words in a visible form, including messages sent by facsimile transmission or electronic mail.

**2. INTERPRETATION**

- a. The *Board* shall interpret these *bylaws* and may issue statements of interpretations applied.
- b. Every *bylaw* must be construed as seeking to achieve the objects of the *Society*, and must be given such fair, large and liberal construction and interpretation as best ensures the attainment of its objects.
- c. Any heading in line with text put not part of a grammatical sentence structure is provided for ease of reference and general context only, and shall not be used to limit or extend the meaning of the adjoining sentence. Also, for ease of reference only, and not so as to affect the meaning or the applicability of a definition, defined terms may be rendered in a different font, typeface, or colour within or under the *bylaw*.
- d. Gender specific terms include both genders and include *Societies*.
- e. In any *bylaw* words in the singular include the plural, and words in the plural include the singular.
- f. If a word or expression is defined, other parts of speech and grammatical forms of the same word or expression have corresponding meanings.
- g. In the calculation of time expressed as clear days, weeks, months or years, or as "at least" or "not less than" a number of days, weeks, months or years, the first and last days must be excluded. In the calculation of time not referred to above, the first day must be excluded and the last day included.
- h. Any rule, regulation, policy, or procedure created under the power of the *Board* or *Society* shall be subject to the *Society's* articles of incorporation and the *bylaws*. In case of any conflict between any rule, regulation or policy, then the articles of incorporation and the *bylaws* shall govern, in that order.
- i. An expression used in a rule, regulation, policy, or procedure made under the *bylaws* has the same meaning as in the *bylaws* unless otherwise defined in the rule, regulation, policy, or procedure or in the context use of defined meaning was not intended and doing so would violate any of the other *rules* of interpretation herein.

**3. APPEAL OF INTERPRETATIONS**

- a. Any member (whether a *Voting Member* or not) may appeal the interpretation of the *bylaws*. Such appeal shall be submitted in *writing* to the Secretary-General. The *Board of Directors* shall consider the matter at their next meeting. The member shall have the right to be present and address the *Board of Directors* prior to consideration of the matter and to be present at the time the matter is debated and voted upon.
- b. Any member may appeal the interpretation of the *Board of Directors* at the next general meeting. Such appeal shall be submitted in *writing* to the Secretary-General who will

cause a notice to be published in the notice of meeting. The interpretation of the assembly shall be final and binding on all parties, subject to the judgement of a court of competent jurisdiction.

**SCHEDULE B**

1. **DUTIES OF OFFICERS** - The duties of the *Officers* shall be as follows;
  - a. The Chair shall:
    - i. Preside at all General meetings of the *Society*, *Executive Committee* and *Board of Directors* meetings whenever possible,
    - ii. Seek the advice and assistance of the other *Officers* at any time on any business relative to the *Society*,
    - iii. Be an *Ex-officio* member of all committees, except the nominating committee,
    - iv. Convene emergency meetings whenever necessary,
    - v. See that his/her successor in office is properly installed,
    - vi. Perform all other duties pertaining to the office of Chair.
    - vii. When possible, the Chair shall represent the *Society* at functions that are deemed to be important to the *Society* and/or require provincial representation, and at all local, provincial, regional, national, international, world or Olympic championships.
    - viii. The Chair has only one vote and does not have “veto” power.
  - b. The Vice Chair shall:
    - i. Assist the Chair in the discharge of his/her duties,
    - ii. Act in the place of the Chair if the Chair is unable to continue his/her duties as provided in the *bylaws*,
    - iii. In the absence of the Chair, or at the request of the Chair, preside at general meetings, *Executive Committee* meetings and *Board of Director* meetings.
    - iv. Assume the temporary role of Chair, in the absence of the Chair, to represent the *Society* at functions that are deemed to be important to the *Society* and/or require provincial representation.
    - v. Immediately assume the position of Chair for the duration of the Chair’s term if the Chair is unable for any reason to carry on his/her duties and responsibilities.
    - vi. Ensure meetings and proceedings of the *Society*, conform to protocol, to these by-laws, and to the various *rules* and *regulations* subsequently proclaimed and enacted.
    - vii. Perform such other duties as directed or may be assigned to him by the Chair or *Board of Directors*.
  - c. The Secretary-General shall;
    - i. Attend General meetings, *Executive Committee* and *Board of Directors* meetings, whenever possible and keep accurate minutes of same,
    - ii. Be in possession of a current copy of the *bylaws*, *Special* and *Standing Rules* at all meetings,
    - iii. Be in possession of a current roster of members,
    - iv. Be responsible for replying to correspondence under the direction of the *Board*, *Executive Committee* or the Chair as the case may be in accordance with the authority of each to act,

- v. Prepare an agenda before every meeting and make the same available to all members who attend,
  - vi. Maintain possession and upkeep of the *Society Minute Book*.
  - vii. In cooperation with the Program Coordinator, file an Annual Report each year in the same month in which the certificate of incorporation of the Society was issued, as required by the *Act*.
  - viii. In cooperation with the Program Coordinator, file a notice in the form required, within 30 days from the date that there is a change in the membership of the *Officers* or *Directors* of the *Society*, as required by the *Act*, with the Registrar as defined by the *Act*.
  - ix. Keep a file containing all committee reports,
  - x. Keep attendance at meetings, read or distribute minutes of the last general meeting to all in attendance at the next general meeting,
  - xi. Distribute ballots (if applicable) and count votes,
  - xii. Make information and applications available to prospective members, in conjunction with the Public Relations *Director*
  - xiii. Provide each of the *Directors* of the *Society* with draft copies of the minutes of any meeting within ten (10) days of the said meeting.
  - xiv. Perform such other duties as directed or may be assigned by the Chair or *Board of Directors*.
- d. The Treasurer shall;
- i. Properly account for the funds of the Society and keep such books as required,
  - ii. Present a report of the financial affairs when requested by the Chair or the *Board of Directors*,
  - iii. Arrange for audit of the books and records at the close of each fiscal year,
  - iv. Make financial records available for audit upon request of the Chair or *Board of Directors*,
  - v. Provide to the annual general meeting a financial statement setting out the *Society's* income, disbursements, assets and liabilities, audited and signed by the Society's Auditor,
  - vi. Perform such other duties as directed or may be assigned by the Chair or *Board of Directors*.

- e. The Referee *Director* shall;
  - i. Develop a pool of officials and referees sufficient to cover all *Society* sanctioned championships.
  - ii. Attend, whenever possible, *Society* sanctioned championships to ensure same are properly run, organized and officiated.
  - iii. Ensure that the *rules* by which championships are officiated conform to current *WT (World Taekwondo)* standards.
  - iv. Seek to keep the Society and all Instructors/Coaches/Athletes current with respect to competition rules and interpretations.
  - v. Set up training seminars to make his or her knowledge and the knowledge of other experts available to members and Instructors/Coaches/Athletes.
  - vi. Regulate, in conjunction with the Medical *Director*, any athletes that fall under “concussion management directives” as specified by the *Society*.
  - vii. Perform such other duties as directed or may be assigned by the Chair or *Board of Directors*.
- f. The Poomsae *Director* shall;
  - i. Nominate at least three (3) qualified candidates (can include himself/herself), for the position of "Provincial Team Coach", one of whom shall be elected to the position by the Board of Directors.
  - ii. Maintain a system of ranking for poomsae athletes.
  - iii. Seek training and competition opportunities for poomsae athletes.
  - iv. Perform such duties as directed or may be assigned by the Chair or Board of Directors.
- g. The Kyorugi *Director* shall;
  - h. Nominate at least three (3) qualified candidates (can include himself/herself), for the position of "Provincial Team Coach", one of whom shall be elected to the position by the Board of Directors.
  - ii. Maintain a system of ranking for Kyorugi athletes,
  - iii. Seek training and competition opportunities for Kyorugi athletes.
  - iv. Perform such other duties as directed or may be assigned by the Chair or Board of Directors.
- i. The Public Relations *Director* shall;
  - i. Assist the Secretary-General in all matters of membership.
  - ii. Actively solicit prospective members of the Society.
  - iii. Plan, design, and maintain the ATA’s social media presence.
  - iv. Coordinate with the Program Coordinator to communicate with members.
  - v. Coordinate with the Program Coordinator to maintain an updated ATA website.
  - vi. Coordinate with the event director to promote ATA activities on social media .platforms.
  - vii. Coordinate with organizers and attendees of ATA events to obtain photos and videos.
  - viii. Perform such other duties as directed or may be assigned by the Chair or Board of Directors.

- i. The Event *Director* shall;
  - i. Establish and maintain “host tournament packages” which clearly set out the criteria for hosting a championship and ensure the tournament policies are followed.
  - ii. Coordinate with the referee director and the equipment manager to verify availability for proposed tournament dates.
  - iii. Coordinate with hosts of potential training dates, seminars, and other events promoted by the ATA.
  - iv. In collaboration with the Program Coordinator establish and maintain an event calendar which includes dates of all training dates, seminars, tournaments, and other events promoted by the ATA.
  - v. Provide information to the ATA and its members regarding relevant non-ATA training dates, seminars, tournaments, and other events.
  - vi. Coordinate with the public relations director to ensure training dates, seminars, tournaments and other events are sufficiently promoted to the ATA membership.
  - vii. Attend, whenever possible, ATA sanctioned tournaments, to assist event hosts as necessary.
  - viii. Perform such other duties as directed or may be assigned by the Chair or Board of Directors.
- j. The *Director at Large* shall;
  - i. Propose activities or projects which would benefit members of the Alberta Taekwondo Association.
  - ii. Strive to learn about the society’s Officer positions and assist other Officers as necessary.
  - iii. Perform such duties as directed or may be assigned by the Chair or Board of Directors.
- k. The Medical *Director* shall;
  - i. Maintain and supervise operation of the “concussion management directives” as specified by the *Society*.
  - ii. Regulate, in conjunction with the Referee *Director*, any athletes that fall under those “concussion management directives”.
  - iii. Perform such other duties as directed or may be assigned by the Chair or *Board of Directors*.