

# Corporation By-Laws of the Canadian Zenkuren Wado Karate Association

(Hereinafter referred to as the CZWKA)

## Corporate Seal

- 1) The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the CZWKA.

## Membership

- 2) Conditions of Membership
  - a) Membership in CZWKA shall be limited to persons interested in furthering the objects of the CZWKA and shall consist of anyone whose application for admission as a member has received the approval of their club instructor and the CZWKA board of directors.
  - b) Membership fees and dues shall be set by the CZWKA board of directors.
  - c) Any member may withdraw from the CZWKA by delivering to the CZWKA secretary, a written resignation. A copy of such resignation will be held by the CZWKA secretary.
  - d) Any member may be required to resign by a vote of three-quarters(3/4) of the members at an annual meeting.
  - e) Membership shall be non-transferable.

## Head Office

- 3) Until changed in accordance with the Act, the headquarters of the CZWKA shall be in the city of Burnaby, British Columbia

## Directors

- 4) The Board of Directors
  - a) The property and business of the CZWKA shall be managed by the board of directors, three (3) of whom shall constitute a quorum.
  - b) There will be a minimum of five (5) directors.
  - c) Directors must be individuals of at least 18 years of age, with the power under law to contract.
  - d) Directors of the CZWKA need not be members.
- 5) Regional Members of the Board of Directors
  - a) The members may elect up to 12 regional members of the board of directors. Only one director may be elected from each region.
  - b) The numbers and boundaries of the regions of Canada will be determined from time-to-time by the Board of Directors. This will need to be ratified at the next AGM by the members.
  - c) A regional member of the Board of Directors may only be elected by the members from the region in question.
  - d) The association may choose to not have any regional members of the Board of Directors.
  - e) The regional members of the Board of Directors will be elected either at the AGM of the association, or in the thirty days preceding the AGM.

- f) The Board of Directors will approve how the elections will be conducted.
  - g) The new regional members of the Board of Directors will take up their new office at the AGM immediately following their election.
- 6) National Members of the Board of Directors
- a) The members may elect up to seven National members of the board of directors.
  - b) These members will be elected on a national basis at the AGM.
  - c) The said seven members will include the President and the Vice-president.
- 7) First Directors
- a) The applicants for incorporation shall become the first directors of the CZWKA whose term of office on the board of directors shall continue for a period of two (2) years or until their successors are elected.
  - b) At the first meeting of the members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the CZWKA.
- 8) The office of a director shall be automatically vacated under the following conditions;
- a) if a director has resigned the office by delivering a written notice of resignation to the CZWKA secretary;
  - b) if the director is found by a court to be of unsound mind;
  - c) if the director becomes bankrupt or suspends payment or compounds with his/her creditors;
  - d) if at a special general meeting of the members, a resolution is passed by 75% (3/4) of the members present at the meeting that the director be removed from office; or
  - e) if the director dies.
- 9) Provided that if any vacancy occurs for any of the reasons stated in the above paragraph, the board of directors by a majority vote may, by appointment, fill the vacancy with a member of the CZWKA for the remainder of the term.
- 10) Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by regular mail, to each director. Notice by regular mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting, or of any adjourned meeting of the board of directors of the CZWKA shall invalidate such meeting or void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
- 11) If all the directors of the CZWKA consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of a conference telephone or other such modes of communication that permit all participants in the meeting to hear each other, and a director participating by such means is deemed to be present at the meeting.

- 12) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of the directors or committee of directors.
- 13) The directors will serve as such without remuneration and no director shall directly or indirectly receive profit from the position as such; provided that a director may be paid reasonable expenses incurred during the performance of duties associated with the position. Nothing herein contained shall be construed to preclude any director from serving the CZWKA as an officer or in any other capacity and receiving compensation therefore.
- 14) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which that person's retirement is accepted and their successor is elected.
- 15) The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
- 16) A reasonable remuneration for all officers, agents, employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of the members.

#### **Indemnities to Directors and Others**

- 17) Every director or officer of the CZWKA or other person who has undertaken or is about to undertake any liability of behalf of the CZWKA or any company controlled by it and their 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 CAZSKA, from and against:
  - a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings, which are brought, commenced or prosecuted against that person, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by that person, in or about the execution of the duties of their office or in respect of any such liability;
  - b) All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that person's own wilful neglect or default.

#### **Powers of Directors**

- 18) The directors of the CZWKA may administer the affairs of the CZWKA in all things and make, or cause to be made for the CZWKA in its name, any kind of contract which the CZWKA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the CZWKA is by its charter or otherwise authorized to exercise and do.

- 19) The directors shall have power to authorize expenditures on behalf of the CZWKA from time to time and may delegate by resolution to an officer or officers of the CZWKA the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the CZWKA in accordance with such terms as the board of directors may prescribe.
- 20) The board of directors shall take such steps as they may deem requisite to enable the CZWKA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the CZWKA.
- 21) **Officers of the Corporation**
- a) The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such officers as the Board of Directors may, by means of resolution, determine.
  - b) Any two offices may be held by the same person except President and Vice-president.
  - c) The officers of the corporation shall be members of the Board of Directors.
  - d) The Secretary and Treasurer will be elected at the first meeting of the Board of Directors following the AGM and will be chosen from the members of the Board of Directors.
- 22) **The president** shall be the chief executive officer of the CZWKA. The president shall preside at all meetings of the Board of Directors. The president shall have the general and active management of the affairs of the CZWKA. The president shall see that all orders and resolutions of the board of directors are effected.
- 23) **The vice president** shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon the vice president by the board of directors.
- 24) **The treasurer** shall have custody of the funds and securities of the CZWKA and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the CZWKA in the books belonging to the CZWKA and shall deposit all securities, monies and other valuable effects in the name and to the credit of the CZWKA in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The treasurer shall disburse the funds of the CZWKA as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the CZWKA. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

- 25) **The secretary** may be empowered by the board of directors, upon resolution of the board of directors, to carry out the secretarial affairs of the CZWKA generally under the supervision of the officers thereof and shall attend all meeting of the CZWKA and act as clerk thereof and record all votes and minutes of all proceeding in the books kept for that purpose. The secretary shall give, or cause to be given notice of all meetings of the CZWKA members and the board of directors, and shall perform such other duties as may be prescribed by the board of directors, or president, under whose supervision, the secretary shall be. The secretary shall be the custodian of the seal of the CZWKA and shall deliver the seal only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
- 26) The duties of all other officers of the CZWKA shall be such as the terms of their engagement call for or the board of directors requires of them.

### **Execution of Documents**

- 27) Contracts, documents or any instruments in writing requiring the signature of the CZWKA shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the CZWKA without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporations to sign specific contracts, documents and instruments in writing. The directors may give CZWKA'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 CZWKA. The seal of the CZWKA when required, may be affixed to contracts, documents and instrument in writing signed as aforesaid by any officer or officers appointed by resolution of the board of directors.

### **Meetings**

- 28) The annual or any other general meeting of the members shall be held at the head office of the CZWKA or at any place in Canada as the board of directors may determine and on such day as the directors shall appoint. The members may resolve that a particular meeting of the members be held outside Canada.

### **29) Annual General Meeting**

- a) At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.
- b) The members of the association may vote to waive the appointment of auditors for the ensuing year.
- c) The members may consider and transact any business either special or general at any meeting of the members.
- d) The board of directors, or the president, or vice-president or any voting member of the association in good standing, shall have power to call, at any time, a special general meeting of members upon written requisition of members carrying not less than ten (10) percent (%) of the voting rights.
- e) Ten (10) members present in person at a meeting will constitute a quorum.

### **Good Standing**

#### 30) Good Standing

- a) A member must be in good standing in order to vote.
- b) A member is in good standing with the association when he/she has paid all appropriate fees to the association and is not under censure for being in violation of the rules of the association.

### **Errors or Omissions**

- 31) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the CZWKA shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all of the proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the last address of that person recorded on the books of the CZWKA.

### **Minutes of the Board of Directors**

- 32) The minutes of the board of directors shall not be available to the general membership of the CZWKA but shall be available to the board of directors, each of whom shall receive a copy of the minutes

### **Voting of Members**

- 33) At all meetings of members of the CZWKA, every question shall be determined by a majority of votes unless otherwise specifically provided for by statute or these by-laws.

### **Financial Year**

- 34) Unless otherwise ordered by the board of directors, the fiscal year end of the CZWKA shall be 31 December of each year.

### **Committees**

- 35) The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix any remuneration to be paid.

### **Amendment of By-Laws**

- 36) The by-laws of the CZWKA not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members at a meeting duly called for the purpose of considering the by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

### **Auditors**

- 37) The members shall, at each annual meeting, appoint an auditor to audit the accounts of the CZWKA for report to the members at the next annual meeting. 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. The remuneration of the auditor shall be fixed by the board of directors.

**Books and Records**

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

**Rules and Regulations**

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

**Interpretation**

40) In these by-laws and in all other by-laws of the CZWKA hereafter passed unless the context otherwise requires, word importing the singular number shall include the plural number and vice versa and reference to persons shall include firms and corporations.

Enacted this .....day of ....., 2002 AD

Witness the seal of the CZWKA

.....  
President Secretary

Revised: June 7<sup>th</sup>, 2002