

# **NANAIMO SHOTOKAN KARATE-DO ASSOCIATION**

## **CONSTITUTION AND BYLAWS**

### **CONSTITUTION**

#### **1. NAME**

The name of the Society shall be the Nanaimo Shotokan Karate-Do Association.

#### **2. PURPOSES**

1. To teach, train and coach traditional Shotokan Karate.
2. To promote the principles and teaching of the Art of Karate-Do and to work towards the advancement of Karate.
3. To enhance physical literacy generally.
4. To organize Association activities and events.
5. To promoting the involvement of parents/guardians and other community members in supporting and accessing martial arts education.

#### **3. DISSOLUTION**

1. Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges and expenses, which are properly incurred in the winding up, shall be distributed to: a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This provision shall be unalterable.
2. In the event of dissolution of the Society, all records of the Nanaimo Shotokan Karate-Do Association shall be placed under the jurisdiction of the Sensei. This provision is alterable.

#### **4. OPERATION**

The Association will operate as a non-profit society with no personal financial benefit. This provision is unalterable.

#### **5. AFFILIATION**

The business of the Association shall be unbiased with regard to race/ethnicity, nationality, ability, gender identity, sexual orientation, religion or politics. This provision is unalterable.

### **BYLAWS**

#### **Part 1 – INTERPRETATIONS**

1. (1) In these bylaws, unless the context otherwise requires,

Amended at the 2023 SGM, May 17th

- (a) “directors” means the directors of the society for the time being;
  - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) “registered address” of a member, means their address as recorded in the register of members.
- (2) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa.

## **Part 2 – MEMBERSHIP**

1. All parents and guardians of students registered at Nanaimo Shotokan Karate-Do Association may be voting members of the Association.
2. Staff (Sensei) of Nanaimo Shotokan Karate-Do Association may be non-voting members of the Association.
3. At no time shall the Association have more non-voting than voting members.
4. Qualification for regular membership in the Nanaimo Shotokan Karate-Do Association shall be:
  - (a) Active registration with our broader association (i.e. ShotoCanada) and insurance provider (i.e. KarateBC).
  - (b) Completed NSKA registration paperwork has been on file with the club for 60 days.
  - (c) Dues are up-to-date or an arrangement has otherwise been made with the Treasurer.
  - (d) A clean criminal record check for instructors.
5. Types of membership:
  - (a) Regular Membership – each regular member (age 16 and above) in good standing shall be entitled to one vote on each question arising at any general or special meeting of the association.
  - (a) Honourary Membership – honorary members shall be those persons and entities as may be decided upon from time to time by the executive committee. They shall not be entitled to vote at, but shall be entitled to notice of, meeting or members or the association; they shall not participate in any distribution of the property of the association upon dissolution of the association.
6. Every member shall uphold the constitution and comply with these bylaws.
7. The amount of the annual membership dues shall be determined by the Executive committee.
8. (1) Any member may be expelled by a majority vote of the Executive Committee on the following grounds;
  - (a) Any contravention of the Rules and Bylaws of the Nanaimo Shotokan Karate-Do Association.
  - (b) If any member has become guilty of a crime or offense involving moral turpitude.
  - (c) If any member participates in any brawl or other form of fighting, or uses Karate other than for self-defense, sport, demonstration or teaching purposes.

(2) Any member who has contravened any of the above suspension rules must be given ten (10) clear days' notice, in writing, by registered mail. Such notice must also include a detailed account of the contravention. Unless the violating member gives a satisfactory reason for the breach of conduct to the Executive Committee, suspension shall be effective forthwith therefrom.

9. All members are in good standing, even a member who has failed to pay their membership fees, dues, or any other subscription debt due and owing by them to the Association as long as they have notified the Executive Committee, in writing, of their inability to repay the debt.
10. A member may cease to be a member by notifying the executive of the Association.

### **Part 3 – MEETINGS**

1. There shall be an Annual General Meeting for the purpose of election of officers held at the time and place, in accordance with the Society Act, that the Executive decides.
2. The Executive Meetings shall be held at the discretion of the Executive.
3. Every general meeting other than an annual general meeting, is an extraordinary general meeting.
4. The executive committee may, when they think fit, convene an extraordinary general meeting.
5. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.  
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
6. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 – VOTING**

1. The voting members present at any duly called general meeting shall constitute a quorum.
2. Unless otherwise provided, questions arising at any meeting shall be decided by a simple majority vote.
3. In the case of a tie vote, the President shall cast the deciding vote.
4. Voting of members on all matters must be given personally; voting by proxy shall not be permitted.
5. Voting shall be done by a show of hands with the exception of the election of officers, which shall be done by secret ballot if more than one nominee per office.

### **Part 5 – ELECTION OF EXECUTIVE OFFICERS**

1. The executive officers shall be elected from the voting members at the Annual General Meeting.

2. Calls for nominations shall be made at the time and place of the Annual General Meeting.
3. In the event of a vacancy on the executive during the year, the Committee shall elect a new officer who shall hold office until the next election.
4. Elections shall be conducted by the Nominations Committee chairperson.
5. Scrutineers shall be appointed as required by the Nominations Committee chairperson at the time of the elections.
6. A vote shall be taken to destroy the ballots.
7. If a position is to be shared by two people, they must both be elected.

#### **Part 6 – TERM OF OFFICE**

1. The term of office shall commence at the conclusion of the Annual General Meeting and shall continue until the next Annual General Meeting.
2. Any elected member of the Committee may serve on the executive for as many years as they are elected to a position but no person may hold any one position for more than five consecutive years.
3. No person may hold more than one elected executive position at any one time.
4. The Past President shall hold that office for one year.

#### **Part 7 – EXECUTIVE OFFICERS**

1. The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the society.
2. The number of directors shall be 5 or a greater number determined from time to time at an executive meeting.
3. The affairs of the Association shall be managed by a board of elected officers and the immediate Past President.
4. The Executive Officers will be as follows:
  - (a) President
  - (b) Vice-President
  - (c) Treasurer
  - (d) Secretary
  - (e) Public Relations
  - (f) Members-At-Large
  - (g) Past President

5. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
6. The members may, by special resolution, remove a director before the expiration of this term of office, and may elect a successor to complete the term of office.

## **Part 8 – DUTIES OF THE EXECUTIVE OFFICERS**

1. PRESIDENT
  - (a) Shall convene and preside at all general, annual, and executive meetings.
  - (b) Shall ensure that an agenda is prepared and presented.
  - (c) Shall appoint committees where authorized to do so by the executive or membership.
  - (d) Shall be an ex-officio member to all committees except the Nominations Committee.
  - (e) Shall take such actions or ensure that such actions are taken by others to achieve the objectives and purpose of the organization.
  - (f) Shall be the official spokesperson for the organization.
  - (g) Shall be a signing officer as per FINANCES section.
2. VICE-PRESIDENT
  - (a) Shall assume the responsibilities of the President in the President's absence.
  - (b) Shall accept extra duties as required.
  - (c) Shall be a signing officer as per FINANCES section.
3. SECRETARY
  - (a) Shall record the minutes of general, annual and executive meetings.
  - (b) Shall distribute minutes to Committee members.
  - (c) Shall keep an accurate copy of the Constitution and Bylaws and if and when changes are made they shall be done so in red and the copy amended shall be dated and initialed and a copy submitted to the Sensei for safekeeping.
  - (d) May be a signing officer as per FINANCES section.
  - (e) Shall conduct the correspondence of the society.
  - (f) Shall safely keep all record and documents of the Society except those required to be kept by the treasurer.
  - (g) Shall maintain the register of members.
4. TREASURER
  - (a) Shall be responsible for and report on the accounts of the Society as necessary to comply with the *Society Act*.
  - (b) Shall be one of the signing officers as per FINANCES section.
  - (c) Shall prepare a financial report, which will be available to all members as per FINANCES section.
  - (d) Shall draft a budget as per FINANCES section.
  - (e) Shall ensure that another financial signing officer has access to the books in the event of their absence.
5. PUBLIC RELATIONS
  - (a) Shall engage in club promotions (e.g., social media, website, newsletter) as required.
6. MEMBER(S) – AT – LARGE

(a) Shall serve in a capacity to be determined by the Committee at the time of their election and at other times throughout their tenure as the needs of the Committee require.

7. PAST PRESIDENT

(a) Shall help smooth transitions between Presidents.

(b) Shall assist and advise the committee.

(c) Shall act as a consultant for the President.

8. In the absence of the secretary from a meeting, the executive shall appoint another person to act as secretary at the meeting.

**Part 9 – COMMITTEES**

1. Standing and ad-hoc committees shall be formed when necessary.

2. A Nominations Committee may be appointed prior to the beginning of the annual general meeting.

3. Committees are responsible to the executive and members.

4. Members may be appointed annually to committees by the President (after consultation with the executive).

**Part 10 – FINANCES**

1. A budget should be drawn up and presented for approval at an executive meeting no later than the last executive meeting of the calendar year.

2. All funds of the organization will be on deposit in a bank or financial establishment registered under the Bank Act.

3. The executive shall name at least three signing officers for banking and legal documents, including the Treasurer. Two signatures will be required for these documents.

4. All money spent above and beyond an amount of \$100.00 will be first approved by a majority of executive members at an executive meeting.

5. A Treasurer's Report will be available to members prior to the Annual General Meeting.

6. A need for audits will be agreed upon by the members at any general meeting, where upon an independent auditor will be appointed as needed.

No one shall be substantially remunerated for being or acting as an executive member or instructor. They shall be reimbursed for all expenses necessarily and reasonably incurred while engaging in the affairs of the Society. Instructors may receive a small teaching stipend by majority vote of the Executive.

**Part 11 – CONSTITUTION AND BYLAW AMENDMENTS**

Amendment to the Constitution and By-laws of the Nanaimo Shotokan Karate-Do Association may be made at any meeting at which business is conducted, providing:

1. Written notice of the meeting has been given to members at least 14 days in advance of the Meeting.
2. The notice of the meeting included notice of the specific amendments proposed.
3. A three-quarters (3/4) majority vote of those voting members present at the meeting will be required to amend the Constitution and By-Laws.

## **Part 12 – CODE OF CONDUCT**

1. The Nanaimo Shotokan Karate-Do Association is not a forum for the discussion of individuals (parents/guardians, students and teachers) associated with the school, or other individual members of the Karate community.
2. An executive member who is approached by a parent/guardian with a concern relating to an individual is in a privileged position and must treat such discussion with discretion, protecting the confidentiality of the people involved.
3. Any person who accepts a position as an Executive Member:
  - (a) Upholds the Constitution and By-Laws, policies and procedures of the Society.
  - (b) Performs their duties with honesty and integrity,
  - (c) Works to ensure that the well-being of students is the primary focus of all decisions.
  - (d) Respects the rights of individuals.
  - (e) Takes direction from members, ensuring that representation processes are in place.
  - (f) Encourages and supports parents/guardians and students with individual concerns to act on their own behalf and provides information on the process for taking forward concerns.
  - (g) Works to ensure that issues are resolved through due process.
  - (h) Strives to be informed and only passes on information that is reliable and correct.
  - (i) Respects all confidential information.

## **Part 13 – BORROWING POWERS**

The society may exercise Borrowing Powers in accordance with the Society Act.