

Governance Framework and Bylaws
of
Karate Newfoundland & Labrador Inc.

As adopted 24 May 2026

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1. Governance Framework

1.1. Articles of Incorporation

Karate Newfoundland & Labrador Inc. (“the Corporation”) is incorporated under the *Corporations Act*, RSNL 1990 c. C-36. This by-law shall be construed with reference to the *Corporations Act* RSNL 1990 and amendments thereto, or any act or acts substituted therefor.

The Articles of Incorporation, as filed with the Government of Newfoundland and Labrador, are the Corporation’s highest governing document. Karate NL is established for the purposes expressed in the Articles of Incorporation of the Organization.

In the event of any conflict between the Articles of Incorporation and the Bylaws, policies, rules, or procedures of the Corporation, the Articles of Incorporation shall prevail.

1.2. Bylaws

These Bylaws are the standing operational rules of Karate Newfoundland & Labrador Inc. They are subordinate to Articles of Incorporation.

Bylaws:

- Guide day-to-day governance and operations
- Can be created or amended by the Board (subject to membership ratification)
- Must not conflict with the Articles

Policies and procedures adopted by the Board are subordinate to these Bylaws.

1.3. Governance Hierarchy

The governance hierarchy of Karate Newfoundland & Labrador Inc. is:

1. Articles of Incorporation (highest authority)
2. Bylaws
3. Policies and Procedures

All documents below must be consistent with those above.

2. General

2.1. Name

The incorporated name of the corporation is Karate Newfoundland & Labrador Inc., hereinafter referred to as the “Corporation”.

2.2. Purpose and Object

The purpose and objectives of Karate Newfoundland & Labrador Inc. are:

- a) promote and perpetuate karate as a martial art and as a lifetime activity;
- b) promote karate for physical fitness, mental fitness and as a way of life;
- c) develop standards, programs and encourage participants to safely achieve their potential level of recreational or competitive interest and ability;
- d) provide competitive opportunities for karate-ka wishing to participate in the sport aspect of karate;
- e) govern the amateur sport of karate and the conduct of karate-ka under its jurisdiction;
- f) represent the Province of Newfoundland and Labrador as the provincial branch of Karate Canada;
- g) cooperate with and adhere to sport guidelines as established from time to time by the Department of Children, Seniors, and Social Development of the Province of Newfoundland and Labrador, or as otherwise established by the Government of Newfoundland and Labrador.

2.3. Registered Office

The registered office of the Corporation shall be at such place as the Board of Directors may from time to time decide.

3. Definitions

The Act: Refers to the *Corporations Act, RSNL1990 c C-36*, the legislation governing the incorporation, operation, and dissolution of non-profit corporations in Newfoundland and Labrador.

Articles: The Articles of Incorporation of the Corporation, as filed with the Registrar under the Act, which set out the Corporation's name, purpose, and other foundational provisions.

Board: The Board of Directors of the Corporation, elected by the membership, responsible for overseeing the governance, strategic direction, and fiduciary responsibilities of the Corporation.

Bylaw: A rule or regulation adopted by the Corporation to govern its internal affairs, consistent with the Articles and the Act.

Officer: An individual appointed by the Board to carry out specific executive functions, such as President, Vice-President, Secretary, or Treasurer, in accordance with the bylaws.

Director: A member of the Board elected or appointed in accordance with the bylaws, responsible for participating in decision-making and governance of the Corporation.

Member Clubs: Karate clubs located in Newfoundland and Labrador that are recognized by the Corporation as members in good standing, with rights and responsibilities as defined in the bylaws.

Days: Unless otherwise specified, refers to calendar days, including weekends and holidays.

Ordinary Resolution: A resolution passed by a simple majority (more than 50%) of votes cast by members entitled to vote at a meeting of members.

Special Resolution: A resolution passed by at least two-thirds (2/3) of the votes cast by members entitled to vote at a meeting of members, typically required for significant decisions such as amendments to the bylaws or Articles.

Written Notice: In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

3. Board of Directors

3.1. Board of Directors

The Board of Directors, referred to in these bylaws as the “Board”, is composed of elected officers and directors who shall meet regularly and manage the Corporation’s affairs. Between annual general meetings or general meetings, the Board shall be the governing body of the Corporation.

4. Officers

4.1. Officers

The Officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time determine.

4.2. Duties of Officers

President – subject to the authority of the Board, the President shall be Chief Executive Officer and be charged with the general management and supervision of the affairs and operation of the Corporation. The President shall preside as Chairperson at all meetings of the Board, the annual general meetings and general meetings, unless the President designates another to chair such meeting. The President shall preside and maintain order and decorum and may limit debate or discussion.

Vice-President – the Vice-President shall assist the President and, in the absence, or incapacity of the President, shall preside and perform the duties of that office, and such additional duties as directed by the Board.

Secretary – the Secretary shall attend and be responsible for recording the minutes of all Board meetings, annual general meetings and general meetings, and shall publish them to the Board and others as directed by the Board. In the absence of the President and Vice-President, the Secretary shall call the meeting to order and preside over it.

Treasurer – the Treasurer shall keep full and accurate accounts of all receipts and disbursements, and deposit all monies in the name of, or to the credit of, the Corporation. The Treasurer shall render to the Board at its regular meetings, and to the membership at the annual general meetings, an up-to-date account of the same. The Treasurer is responsible for all year end financial preparation, audit, and regulatory filings.

5. Directors

5.1. Directors

There shall be eight voting Directors elected to the board including the President, Vice President, Secretary, and Treasurer by the membership of the Corporation at each second annual general meeting, and the eight Voting Directors shall hold office until the next appointment

5.2. Election of Directors

The election of Directors by the membership will take place following the voting process outlined in Section 9.2 in accordance with the following schedule.

In even numbered years:

- President
- Secretary
- Director-at-Large
- Director-at-Large

In odd numbered years:

- Vice-President
- Treasurer
- Director-at-Large
- Director-at-Large

The first two Directors-at-Large elected in the 2025 annual general meeting will serve a one-year term such that subsequent elections for these two roles take place on even numbered years.

5.3. Duties of Directors

The voting directors, together with the Officers, shall manage the affairs of the Corporation. The Board shall designate from among them or from any non-voting, appointed Directors, one or more to serve as Directors with responsibility for the following: membership, tournaments, junior development committees, or other specific responsibilities as designated from time to time by the Board.

5.4. Non-Voting Directors

The Board may appoint additional persons as non-voting Directors with the same rights and responsibilities as voting Directors except for the right to vote at Board meetings. Appointments may be made to utilize volunteer resources.

5.5. Term of Directors

Voting directors will be limited to four, two-year terms in the same role with the count starting in 2025 for Officers elected for two year terms 2025 and 2026 for officers elected in 2026. Voting directors shall be elected and serve as provided under Article 4.2. Non-Voting Directors shall hold office from the time of appointment until the next election of officers or at the discretion of the Board.

6. Committees

6.1. Appointment of Standing and Ad-Hoc Committees –

The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

6.2. Committee Limitations

No Committee has authority to:

- a. Submit to the Members any question or matter requiring approval of the Members;
- b. Fill a vacancy among the Directors or appoint additional Directors;
- c. Issue debt obligations except as authorized by the Board;
- d. Approve any financial statements;
- e. Adopt, amend or repeal the By-laws; or
- f. Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.

6.3. Composition

The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

6.4. President Ex-officio

The President (or their appointed designate from the Board) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Corporation.

7. Elections

7.1. Qualification of Directors and Officers

Any individual who is nineteen (19) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another Country, who does not have the status of bankrupt, whose election to the Board will not result in more than three (3) Board Members from any one club being on the board, and does not violate the Articles of Incorporation's restriction regarding a majority of the Board being related or not operating at arms length may be nominated for election as President, Vice-President, Treasurer or one of the Directors-at-Large.

7.2. Election of Directors and Officers

Candidates must be present at the meeting in which elections are to be held in order to be nominated. In circumstances of extreme necessity, the Board may, but is not bound to, waive this condition. Four Officers including the President, Vice President, Secretary, and Treasurer shall be elected by closed, written ballot. If only one is nominated for any position, such person shall be declared elected by acclamation without the holding of a vote. The order of election shall be President, Vice-President, Secretary, Treasurer.

7.3. Resignation or Absence from the Board

Any member of the Board may voluntarily resign by providing written notice to the Board of Directors. Any member absent from three consecutive Board meetings, or four meetings within the term of office, is deemed to have tendered a resignation, which the Board may accept. For the purposes of this Article 7.3, an annual general meeting or general meeting is included in calculating absence from a meeting. The Board by simple majority of those present and voting, shall determine whether to accept the resignation. Any vote not to accept the resignation does not preclude the Board subsequently voting to accept the resignation if there is any further absence.

7.4. Removal from the Board

Any board member may be removed for just cause, including conflict of interest. Removal for cause may be by simple majority vote of those present and voting at a Board meeting, which is valid unless reversed by an annual general meeting, or a general meeting convened pursuant to Article 8.3.

7.5. Filling Vacancy on the Board

If the office of President becomes vacant, the Vice-President shall assume the duties of that Office. Any vacancy in the office of Vice-President, Secretary, Treasurer or other office shall be filled by simple majority election by the members of the previous board of directors or, failing that, from the general membership. The vacancy shall remain filled by that candidate until the next election of Officers.

7.6. Resignation, Absence or Removal of Director

A Director may resign. The provisions of Articles 7.3 and 7.4 apply to all directors, as if repeated here.

7.7. Filling Vacancy among Directors

The Board by simple majority of those present and voting may appoint any qualified person as defined in Article 7.1 to fill any vacancy among the Directors, until the next appropriate annual general meeting.

8. Meetings

8.1. Board of Directors

The Board shall meet regularly at such a place as it may from time to time determine. At each meeting, it shall fix in advance the date and time of at least the next meeting, unless the same cannot reasonably be done, in which case the Secretary or President shall be responsible for notifying the Board of the date and time. A Board meeting may be held immediately following an annual general meeting or if not, within 90 days thereafter.

8.2. Annual General Meeting

The annual general meeting shall be held at the time and place the Board sees fit and within six months of the fiscal year end of the Corporation and not more than fifteen (15) months after the last annual general meeting. At this meeting, the members shall review the affairs of the Corporation since the last general meeting, receive and consider the financial statements of the Corporation and the report of the auditor or reviewer (if any), hear and receive the Board's reports, hold the election or appointment of Officers and Directors, and transact such other business as may properly be brought before it.

8.3. General Meeting

A general meeting of the membership may be called when in the opinion of the board there shall be such business to transact as calls for the meeting. A meeting shall be held within 90 days of the Board receiving written notice to call a meeting, signed by not less than 20 registered members in total, in good standing, representing at least 3 clubs in good standing, which written notice shall specify the business requested to be transacted and only such business may be transacted. Upon receiving such written notice, the Board shall give notice to all registered clubs of the time, date and place of the meeting.

8.4. Members Entitled to be Present

Except for Directors and Officers, members may not participate in meetings of the Board unless and only to the extent permitted by the chairperson. All registered members in good standing are entitled to attend and participate at annual general meetings and general meetings. Meetings are not open to non-members except by invitation of the Board.

8.5. Committees

Meetings of committees are not open to members except by invitation of the committee, except for the President who is a member ex-officio, or for their designate if they cannot attend, and except for the committee's Secretary if appointed from outside its members. The business of a committee shall not be conducted except at its meetings, and no item of business is valid unless fully recorded in the committee's minutes and subsequently approved by the Board. The Board may accept in whole or in part in the committee's recommendations and may subsequently alter or rescind its acceptance.

8.6. Minutes of Meetings

Minutes shall be kept recording all business conducted at any meeting of the Board, an annual general meeting, a general meeting, and any meeting of committees. The minutes shall be published promptly and circulated to the Board and be made available to all clubs registered and in good standing.

8.7. Appointment of Secretary

In the absence of the Corporation's Secretary to record meetings of the Board and the annual general meeting or general meeting, the chairperson shall appoint someone present to perform the duties of Secretary. A committee's secretary shall be appointed by the Board, who may appoint from among or outside the members of the committee.

8.8. Notice of Meetings

Notice of Meetings of Members will be posted on the Corporation's website at least thirty (30) days prior to the date of the meeting and written or electronic notice will be given to all Member Clubs at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Voting Members to make informed decisions, and shall be delivered in accordance with Article 8 of these bylaws.

8.9. Quorum

A quorum is the minimum number of members required to be present to enable a meeting to conduct its business. A quorum must be present throughout the entire meeting, or the meeting cannot proceed or continue. The minimum number to constitute a quorum of the Board is three, two of whom must be officers. To constitute a quorum of the annual general meeting or

general meeting, five voting members must be present. The quorum of any committee is 70% of its entire membership. If at any meeting a quorum is not present or does not remain in attendance, the chairperson must adjourn the meeting and announce the time, place and date at which it will reconvene. If a quorum is not present at the scheduled time for election of officers and directors at an annual general meeting, the chairperson shall determine if sufficient members and candidates are present to proceed with the election of officers and directors, or any of them. If it is determined a sufficient number are in attendance, the election of officers and directors shall be conducted, but no further business shall be conducted and shall be left to the next general meeting at which a quorum is present.

8.10. Meeting By Electronic Means

Any person entitled to attend a meeting of members or meeting of the Board of Directors may participate in the meeting, in accordance with the regulations, if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the corporation makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of these bylaws to be present at the meeting.

9. Membership

9.1. Membership Year

The membership year will be September 1st to August 31st.

9.2. Club

Membership in the Corporation is by club. No individual may join except through a registered club. To be eligible for membership, a club must be a karate club having a head instructor whose qualifications are recognized by the Corporation. The karate taught and practiced may be from any style or kind recognized by the Corporation.

9.3. Individual

Students of a registered club in good standing become members of the Corporation upon the Corporation's receipt of the required application form(s) and dues. A member must be a student of a registered club. If a club is suspended or expelled, its students cease to be members of the Corporation, and dues paid are forfeited.

9.4. New Membership

Full membership of a new club and its individual members is effective with the Corporation's acceptance of that registration and payment of applicable dues.

There will be no probationary period.

9.5. Registration

Registration is annual. A club must register annually both itself and all its students and instructors. Registrations are not complete if the forms are in any way incomplete or if cheques for membership dues are dishonored. Any student leaving a registered club must, without delay, register with the Corporation through an existing club or the student's registration lapses.

9.6. Dues

Every club shall pay the annual club dues. Every club's students and instructors shall pay the annual individual dues. It is the responsibility of the club to register and send in the dues of all its students and instructors. Dues may only be set at an annual general meeting or a general meeting. Individual dues may vary depending on junior or adult status and kyu or black belt rank.

9.7. New Club Applications

A new club applying for membership in the association shall provide information stating its kind and origin and any affiliations with style associations and karate sport organizations. The Executive Officers will review the application and present it to the Board of Directors. A decision will be made by the Board of Directors within 60 days of receiving the application. There will be no probationary period required. Once accepted, the new club has full rights of membership in the Corporation.

9.8. Register

A register shall be kept of the dues paid by clubs and members.

9.9. Deadlines

The annual registration period will open September 1st and all registrations and fees must be submitted by October 31st. During the membership year, registration updates must be submitted to the Board within two weeks of the new member joining the club. The final update of the membership list will be published 30 days prior to the Annual General Meeting. Failure of a club to comply with all requirements for annual registration or registration updates will result in incurring a status of not in good standing. Upon receipt of required fees and membership updates the status will go back to good standing. The Board may grant an extension, which may be under such conditions as the Board, in its sole discretion, sees fit.

9.10. Suspension and Expulsion

The Board may suspend or expel any club or any member for any one of the following:

- (i) non-payment of dues or any other fees;
- (ii) dishonored cheques or other payments;
- (iii) failure to properly and timely submit the registration of its Corporation registrants;
- (iv) participation, outside a sanctioned sport event or controlled demonstration or teaching class, in any unnecessary physical brawl or fight, or use of karate other than for self-defense;
- (v) action contrary or harmful to the prestige, honour or standards of behavior and ethics of karate-do;
- (vi) conviction for a criminal offence; or
- (vii) The member breaches the governing documents of Karate NL or Karate Canada.

Upon suspension a club or member loses all rights of membership. Suspension may be lifted conditionally or unconditionally by the Board, upon which the club or member's rights are reinstated subject to any imposed conditions. Suspension may be imposed pending inquiry or final resolution of a matter. Expulsion is total removal from and a casting out from the Corporation. Upon a club's suspension or expulsion, the rights of all its students and instructors are lost unless they register with the Corporation through a club in good standing.

10. Voting

10.1. Board of Directors

There need not be a formal recording of votes at meetings of the Board. Votes may be by a show of hands, by means of which the affirmative and negative votes are clearly visible to all. The secretary need not record the number of votes for and against any motion. Voting shall be by secret, written ballot, if requested by any one present or if the chairperson directs. There shall be no voting by proxies, and only Board members present at the meeting may vote. It is sufficient that a motion be passed by a simple majority of the votes of all present. An abstention shall not be counted as a vote. The chairperson may vote only to make or break a tie. In the case of an equal number of votes cast for and against a motion, the motion shall be considered defeated.

10.2. Annual General Meeting or General Meeting

Member clubs are provided an allotted number of delegate votes based on their number of individual members. The votes are assigned as follows:

Number of Individual Members	Number of Votes
5 – 25	1
26 – 75	2
76 – 125	3
126 and up	4

Every Member Club must indicate their delegate and their alternate delegate to the Secretary seven (7) calendar days prior to the start of the meeting. If a Member Club does not submit a delegate and alternate by this deadline, only the Member Club owner can vote in the election. At that time, it will be confirmed how many votes the delegate is responsible for. Any one delegate may only represent one club at any given meeting. Under no circumstances may one delegate submit votes for more than one Member Club.

Voting by members at an annual general meeting or a general meeting shall be by show of hands or by a standing vote, wherein those voting stand to record their vote and remain standing until they are counted, as the chairperson shall determine, when voting on any motion. Voting for candidates for any of the elective offices to be decided at the annual general meeting shall be by closed, written ballot as set out in Article 7.2. Scrutineers shall be appointed by the chairperson, who may themselves be eligible to vote and who may vote. The scrutineers shall not announce publicly the numerical total of votes for each candidate but shall simply report to the chairperson the numerical votes. If more than three candidates stand for election for any office, there shall be a second vote in which the candidates shall be the three candidates obtaining the largest number of votes. To be elected to office, a candidate need not obtain a majority of the votes cast but simply a larger number of votes than any other candidate. The candidate obtaining the largest number of votes, either on the first ballot if not more than three stand for election or on the second ballot if more than three stand for election, shall be declared elected.

10.3. Committees

Voting by committee members at a committee meeting may be by show of hands unless any member present, including the president or his designate, requests a secret, written ballot. There shall be no voting by proxy or without a quorum. It is sufficient that a motion be passed by a simple majority of all present and voting. The chairperson may not vote, except to make or break a tie. For the benefit of the Board, the number of votes for and against a motion shall be recorded.

10.4. Eligibility

A member club is in good standing if, by the filing or update deadlines, the club is registered with all dues paid.

A member club is not in good standing if, by the filing or update deadline, the club is not registered and all dues are not paid.

Any member club in good standing may vote at an annual general meeting or a general meeting.

A member club not in good standing cannot vote at an annual general meeting or a general meeting.

10.5. Proxies

Voting by proxy is not permitted.

10.6. Chairperson

The chairperson of the Board, of an annual general meeting and of a general meeting shall be as set out in Article 4.2. The chairperson may turn the chair over to the next designated person or appoint a member in order to speak to a motion. The Board shall appoint from time to time the chairperson of committees and may rotate that position.

11. Bills of Rights

11.1. Clubs

Membership in Karate Newfoundland & Labrador Inc. is membership in the national sport governing body, Karate Canada. By these bylaws, the Corporation cannot bind Karate Canada to hear or respond to an appeal from the Corporation. So far as possible, the Corporation shall provide an opportunity to any club suspended or expelled to appeal the decision to the Karate Canada's National Council. Any suspension or expulsion will be valid and in full force and effect pending any such appeal, and unless and until Karate Canada decides to hear it and reverse or alter the suspension or expulsion. The Corporation cannot create an obligation on Karate Canada to receive the appeal but if Karate Canada hears the appeal and reverses or alters the decision, the Corporation is bound by and shall accept the ruling, provided that at all times any costs of expenses incurred in the appeal cannot be reversed, but remain the full responsibility of the party that incurred them. Any suspension, expulsion or other discipline imposed on a club or member by Karate Canada is fully binding on the Corporation as its provincial branch and shall be given full force and effect.

11.2. Individual

Membership in Karate Newfoundland & Labrador Inc. is membership in the national sport governing body, Karate Canada. An individual member suspended or expelled may appeal to Karate Canada in accordance with and subject to the provisions of Article 10.1, which apply as if repeated here.

11.3. Competitors

Competitors shall be accorded as safe a tournament as may reasonably be possible, consistent with the volunteer nature of the Corporation. Competitors owe respect to each other and to the officials and are entitled to compete free of any bias or appearance of bias. There must be no attempt or appearance of attempt to influence any scoring. No official shall publicly comment in any way on the performance, scoring or officiating during a match of the event of which it is a part.

11.4. Officials

Every official shall be afforded a reasonable opportunity to officiate at Karate Newfoundland & Labrador Inc. tournaments, to develop and improve skills, and to maintain or advance in grading. Subject to the approval of the officials committee, provincial officials certified to referee and to judge elite divisions at the provincial championships may attend any national level officials' clinic or certification clinic. At any karate event, tournament or competition, every official, whether or not officiating, must remember that propriety or the lack of it, and attitude, words, and moves, bear upon the reputation and public esteem of karate-do. Officials must at such times conduct themselves with dignity, self-possession, courtesy, respect, humanity and impartiality. Any failure to observe the provisions of this Article will entitle the Board to suspend or remove the official's certification. The officials committee may recommend suspension or removal of an official's certification.

11.5. Candidates for Certification as Officials

A candidate for certification as an official must meet the requirements of the officials committee. A candidate is entitled to be shown all his/her scores for any certification test, written or practical, to know the correct answers to any written questions, and to be informed of the scoring basis for the components of the practical test.

11.6. Board of Directors

Every Board member is entitled to full information on all matters pertaining to the Corporation. A Board member shall be indemnified and saved harmless by the Corporation against all liabilities, claims, costs and expenses properly incurred in respect to the affairs of the Corporation and in respect of any action, suit or proceeding against the member for any act or matter made, done or permitted by the member in the proper execution of the affairs of the Corporation, except when occasioned or caused by dishonesty, willful neglect or default.

12. Finance and Management

12.1. Fiscal Year

The fiscal year of the Corporation shall run September 1 to August 31st.

12.2. Auditing of the Corporation

Appointment of Auditor

At each Annual General Meeting (AGM), the membership shall vote to appoint an independent auditor to review the financial statements of the Corporation for the fiscal year. The Treasurer shall recommend a qualified and independent auditor for consideration by the membership. The appointed auditor shall serve until the next AGM or until a successor is appointed.

Waiver of Auditor Requirement

Notwithstanding the Appointment of Auditor Section, the membership may, by ordinary resolution passed at the AGM, waive the requirement to appoint an auditor for the upcoming fiscal year. Such a waiver shall be valid only for the fiscal year immediately following the AGM at which the resolution is passed.

Voting Procedure

The vote to appoint or waive the auditor shall be conducted in accordance with the voting procedures outlined in these bylaws. A simple majority of votes cast by members present and eligible to vote shall determine the outcome.

Notice to Members

Notice of the intention to appoint or waive the auditor shall be included in the notice of the AGM and shall be presented as a distinct item on the meeting agenda.

12.3. Books and Records

The Corporation shall maintain accurate and complete books and records of its financial transactions, minutes of meetings, membership lists, policies, and other relevant documents. These records shall be kept at the registered office or another secure location designated by the Board and shall be available for inspection by members upon reasonable request.

The Corporation shall retain records in accordance with applicable laws and best practices, as follows:

- Financial Records (e.g., ledgers, financial statements, invoices, receipts, bank statements): retained for a minimum of 6 years from the end of the last fiscal year to which they relate.

- Minutes of Board, Committee, and Member Meetings: retained for a minimum of 2 years after the date of dissolution of the Corporation.
- Governing Documents (e.g., Articles of Incorporation, By-laws, amendments): retained for a minimum of 2 years after the date of dissolution.
- Records of 10-Year Gifts (if applicable): retained for the duration of the Corporation's existence and for at least 2 years after dissolution.
- Official Donation Receipts: retained for a minimum of 2 years from the end of the calendar year in which the donations were made.
- Registers of Directors, Officers, and Members: maintained and updated continuously, including historical records of past individuals and their terms of service.

All records shall be securely stored and protected from unauthorized access, loss, or damage using the Corporation's managed IT infrastructure. All official documents—including meeting minutes, financial records, and governance materials—must be maintained on the Corporation's IT systems with appropriate access controls and regular backups. While personal IT equipment may be used to draft or prepare official documents, the storage of official records on personal devices or in personal cloud storage services is strictly prohibited.

12.4. Public Access to Financial Statements

Following approval by the membership at the Annual General Meeting (AGM), the Corporation shall publish its annual financial statements on the Corporation's official website. This practice supports transparency, accountability, and public trust in the organization's financial stewardship. The statements shall remain accessible for a minimum of six years from the end of the fiscal year to which they relate.

12.5. Signing Authority

The Board shall designate signing authorities for financial and legal documents. All cheques, contracts, and other instruments shall be signed by two authorized individuals, one of whom must be an officer of the organization. The Treasurer shall review and recommend signing authority arrangements annually.

12.6. Contracts

All contracts entered into by the Corporation must be approved by the Board of Directors. The President or another designated officer may sign contracts on behalf of the organization, provided such authority has been granted by Board resolution.

12.7. Property

All property, assets, and equipment acquired by the Corporation shall be held in the name of the organization. The Board shall ensure proper maintenance, insurance, and inventory of all property. Disposal or acquisition of significant assets shall require Board approval.

12.8. Borrowing

The Corporation may borrow funds only with the approval of the membership at a General Meeting, following a recommendation from the Board. The terms and conditions of any borrowing must be clearly documented and aligned with the organization's financial policies and strategic objectives.

12.9. Disbursement of funds

Funds of the Corporation shall be disbursed only for purposes consistent with the organization's mission and approved budget. All expenditures must be authorized in accordance with financial policies established by the Board. The Treasurer shall oversee the review of financial statements and budget adherence.

12.10. Contingency Reserve

The Corporation shall maintain a contingency reserve fund to ensure financial stability and continuity of operations. The purpose of this reserve is to provide resources in the event of unforeseen circumstances or emergencies. The minimum amount and conditions for use shall be determined by the Board of Directors in accordance with the Corporation's financial policies.

12.11. Intellectual Property

All intellectual property created or acquired by the Corporation, including logos, training materials, publications, and digital content, shall be owned by the organization. Use of such property by members or third parties must be authorized by the Board and comply with applicable laws and organizational policies

13. Rules of Order

The rules contained in Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

14. Amendments

14.1. Articles of Incorporation

The Articles of Incorporation define the purpose, objects and manner in which the Corporation is constituted and the restrictions by which the members have agreed to be

governed. The Articles of Incorporation shall only be amended, altered, varied, replaced, repealed or re-enacted by an annual general meeting or general meeting and only upon a vote of two-thirds of the members actually present and voting, with no proxies allowed. Written notice of any member's proposed amendment must be given to the Board and if proposed by the Board, to the clubs, at least 30 days in advance of the annual general meeting or general meeting, failing which no amendment may be made.

14.2. Bylaws

A bylaw may be made, amended, repealed, or removed by a decision of the majority of the Board, but in such event shall only have effect until the next annual general meeting or general meeting at which it must be ratified by a majority vote of the members, failing which it shall cease to have effect. If a bylaw enacted by the Board is not ratified by the members, the Board may not enact the same or substantially similar bylaw for a period of 2 years unless approved by the members.

A bylaw may be made, amended, or repealed at an annual general meeting or general meeting upon a vote of the majority of the members. Written notice of any member's proposed amendment must be given to the Board and if proposed by the Board, to the clubs, at least 30 days in advance of the annual general meeting or general meeting, failing which no amendment may be made.

15. Dissolution and Disposal of Assets

Upon the dissolution of the Corporation, and in accordance with the relevant provisions of the *Corporations Act, RSNL1990 c C-36*, the following shall apply:

1. Settlement of Liabilities

The Corporation shall ensure that all debts and liabilities are paid or adequately provided for prior to dissolution.

2. Distribution of Remaining Assets

After payment of all debts and liabilities, any remaining property or assets shall be distributed in accordance with Section 430 of the *Corporations Act*, which governs the disposition of property upon dissolution of corporations without share capital.

3. Successor Organization

If an organization within the Province of Newfoundland and Labrador is recognized as the successor governing body for amateur karate, the remaining assets shall be transferred to that organization, provided the assets are used solely for the support and development of amateur karate in the Province.

4. Fallback Provision

In the absence of a recognized successor organization within the Province, the remaining assets shall be transferred to *Karate Canada* or its legal successor, with the stipulation that the assets be used exclusively for the support of amateur karate in Newfoundland and Labrador.

5. Registrar Filing

The Corporation shall file Articles of Dissolution with the Registrar in accordance with Section 335 of the *Corporations Act*, and the dissolution shall take effect upon issuance of the Certificate of Dissolution.

16. Indemnification

16.1. For Directors and Officers

The Corporation shall indemnify and hold harmless each Director and Officer from and against any and all claims, actions, costs, charges, and expenses, including legal fees, reasonably incurred in connection with the defense of any civil, criminal, administrative, or investigative proceeding to which they are made a party by reason of being or having been a Director or Officer of the organization, provided that:

- The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

16.2. What Will Not Be Indemnified

No indemnification shall be provided for:

- Acts of fraud, dishonesty, or willful misconduct;
- Proceedings initiated by the individual without the prior approval of the Board;
- Any liability arising out of a breach of fiduciary duty not performed in good faith;
- Costs incurred that are not reasonably related to the individual's role or responsibilities within the Corporation.

16.3. Insurance (Directors and Officers Liability Insurance)

The Corporation shall maintain Directors and Officers Liability Insurance to protect its Board members and Officers against liabilities incurred in the performance of their duties. The scope and limits of such insurance shall be reviewed annually by the Board and adjusted as necessary to ensure adequate coverage.

17. Conflict of Interest

17.1. General Principle

All Directors, Officers, committee members, and staff of the Corporation shall act in the best interests of the organization and avoid situations where personal interests conflict, or appear to conflict, with those of the Corporation.

17.2. Policy Reference

The Corporation has adopted a formal *Conflict of Interest Policy*, which outlines the procedures for disclosure, management, and resolution of conflicts.

17.3. Disclosure and Recusal

Any individual subject to this policy who has a potential or actual conflict of interest must disclose it promptly to the Board or relevant committee. The individual may be required to recuse themselves from discussions and decisions related to the matter.

17.4. Compliance and Enforcement

Failure to comply with the Conflict of Interest Policy may result in disciplinary action, including removal from office or committee, as determined by the Board in accordance with the policy and the bylaws.

ENACTED AND PASSED this day at the City of St. John's, Province of Newfoundland and Labrador.

IN WITNESS WHEREOF the Corporation has hereto affixed its corporate seal.

President

Secretary