



Budo
IKD Manitoba
 Karate

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BUDO IKD – MANITOBA INC.

BY-LAW NO. 1 - Constitution

A By-law relating generally to the conduct of the affairs of Budo IKD manitoba

1. INTERPRETATION

In this By-law and all other By-laws of the Corporation, unless the context otherwise specifies or requires, or a different definition is prescribed for a particular provision:

- (a) “Act” means *The Corporations Act* (Manitoba) as from time to time amended and every statute that may be substituted there for and, in the case of such substitution, any references in the by-laws to provisions of the Act shall be read as references to the substituted provisions there for in the new statute or statutes;
- (b) “Articles of Incorporation” means the Articles of Incorporation of the Corporation and any Articles of Amendment to the Corporation;
- (c) “By-law” means any by-law of the Corporation from time to time in force and effect;
- (d) “Corporation” means Budo IKD – Manitoba Inc. and any successor corporation;
- (e) “Dojo” means a group of individuals that assemble on a regular basis in a particular location to engage in the practice of karate;
- (f) IKD means the International Karate Daigaku (IKD);
- (g) “International Karate Daigaku” or (IKD) means the organization, founded by Kancho Frank-Woon-A-Tai , having its head office in Toronto, Ontario, Canada;
- (h) “Person” shall include, voting members, non-voting members, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons;
- (i) “Regulations” means the Regulations made under the Act as from time to time amended and every regulation that may be substituted there for and, in the case of such substitution, any references in the by-laws to provisions of the Regulations shall be read as references to the substituted provisions there for in the new regulations.

All terms which are contained in the by-laws and which are defined in the Act or the Regulations shall have the meanings given to such terms of the Act or such Regulations.

Words importing the singular number only shall include the plural and vice versa, and words importing a specific gender shall include the other genders.

The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions there under or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. HEAD OFFICE

- 2.1 The head office of the Corporation shall be in the Province of Manitoba, and at such place within the Province as the Directors may from time to time by resolution fix.

3. JURISDICTION

- 3.1 The Corporation claims jurisdiction over and represents everyone who practices Karate as taught by the IKD and who resides or practices Karate in the Province of Manitoba.

4. MEMBERS

GENERAL

- 4.1 Membership in the Corporation shall consist of individual members and member dojos.

4.2 Good Standing

A member of the Corporation shall be in Good Standing provided that:

- a) has paid Membership fees for the current Membership year;
- b) has been accepted as a member by the Board;
- c) owes no outstanding Membership fees or other debt to the Corporation;
- d) has not ceased to be a member;
- e) has not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed upon;
- f) has complied with the Constitution, By-laws, policies, rules and regulations of the Corporation;
- g) is not subject to a disciplinary investigation or action of the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Corporation.

- 4.3 Members who cease to be in Good Standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of Good Standing set out above.

INDIVIDUAL MEMBERS

- 4.4 Individual members shall be classified in the categories hereinafter described.

Voting Member

- 4.4.1 A Voting Member shall be:
- (a) an individual member in good standing of the Corporation; and
 - (b) a member in good standing of a Full Member Dojo, a Voting Dojo or a Non-voting Dojo; and
 - (c) not less than eighteen (18) years of age.
- 4.4.2 A Voting Member must apply to a dojo for membership and be accepted by it in writing. Acceptable proof of such membership shall be a valid membership in IKD.
- 4.4.3 A Voting Member shall not hold membership in the Corporation through more than one dojo simultaneously.
- 4.4.4 A Voting Member shall have voting rights at all annual, general, special or other meetings of Voting Members of the Corporation and shall be entitled to receive notice of such meetings in accordance with these by-laws.

Non-voting Member

- 4.4.5 A Non-voting Member shall be:
- (a) an individual member in good standing of the Corporation; and
 - (b) a member in good standing of a Full Member Dojo, a Voting Dojo or a Non-voting Dojo; and
 - (c) less than eighteen (18) years of age.
- 4.4.6 A Non-voting Member must apply to a dojo for membership and be accepted by it in writing. Acceptable proof of such membership shall be a valid membership in IKD
- 4.4.7 A Non-voting Member shall not hold membership in the Corporation through more than one dojo simultaneously.
- 4.4.8 A Non-voting Member shall have no voting rights, shall not be entitled to receive notice of any meetings, and shall not be permitted to hold any office in the Corporation.

Other Categories

- 4.4.9 The Board of Directors may, from time to time, approve other categories _of individual

members, including but not limited to Honorary Members and Associate/Affiliate Members.

MEMBER DOJOS

4.5 Member dojos shall be classified in the categories hereinafter described.

Full Member Dojo

4.5.1 A Full Member Dojo shall:

- (a) be a member dojo in good standing of the Corporation, and
- (b) have not fewer than twenty-five (25) Voting and Non-voting Members in total; and
- (c) have at least one Voting Member eligible for election to the Board of Directors.

4.5.2 A Full Member Dojo must apply to the Corporation for membership, be approved by the Chief Instructor(s) and be accepted by resolution of the Board of Directors.

4.5.3 A Full Member Dojo shall have the right to elect, from among its eligible members, one (1) Director to represent it on the Board of Directors.

4.5.4 A Full Member Dojo shall have such other rights as are accorded by IKD.

Voting Member Dojo

4.5.5 A Voting Member Dojo shall:

- (a) be a member dojo in good standing of the Corporation; and
- (b) have not fewer than twelve (12) Voting and Non-voting Members in total; and
- (c) have at least one Voting Member eligible for election to the Board of Directors.

4.5.6 A Voting Member Dojo must apply to the Corporation for membership, be approved by and be accepted by resolution of the Board of Directors.

4.5.7 A Voting member Dojo shall have the right to elect, from among its eligible members, one (1) Director to represent it on the Board of Directors.

Non-voting Member Dojo

4.5.8 A Non-voting Member Dojo shall:

- (a) be a member dojo in good standing of the Corporation; and
- (b) be affiliated with a Full Member Dojo or a Voting Member Dojo; and
- (c) have fewer than twelve (12) Voting and Non-voting Members in total; or
- (d) have no Voting Member eligible for election to the Board of Directors.

4.5.9 A Non-voting Member Dojo must apply to the Corporation for membership, be approved by and be accepted by resolution of the Board of Directors.

4.5.10 A Non-voting member Dojo shall be represented at meetings of the Board of Directors by the Director representing the Full Member Dojo or Voting Member Dojo with which it is affiliated.

Other categories

4.5.11 The Corporation may, from time to time, approve other categories of member Dojos, including but not limited to Associate Member Dojos.

Reclassification

4.5.12 Notwithstanding the fact that the number and qualifications of its members may change from time to time, a dojo shall be classified annually as Full Member, Voting or Non-voting based on the number and qualifications of its members registered with the Corporation, with all requisite fees paid in full, on the record date for the determination of members for the annual General Meeting.

4.5.13 The reclassification of a dojo from one category to another, and any resultant change in its right to representation on the Board of Directors, shall not invalidate any prior election or appointment made by the Board of Directors.

4.6 SUSPENSION OF MEMBERSHIP

4.6.1 The Corporation may suspend an individual member from membership in the Corporation:

- (a) if the Corporation receives a written request for a suspension of membership from any dojo instructor, setting out satisfactory reasons for the request and the circumstances in support thereof;
- (b) if the member commits a material or fundamental breach or contravention of the by-laws, rules, regulations, guidelines or policy directives of the Corporation or IKD;
- (c) if the member is convicted of a criminal offence, including an offence of violence or dishonesty;
- (d) if the member joins another karate organization not recognized, associated with, affiliated to, or approved by the Corporation;

- (e) if the member is suspended by IKD;
- (f) for the good of the Corporation.

4.6.2 The Corporation may suspend a member dojo from membership in the Corporation:

- (a) if a dojo holds examinations to issue rankings other than IKD rankings;
- (b) if a dojo commits a material or fundamental breach or contravention of the by-laws, rules, regulations, guidelines or policy directives of the Corporation or IKD;
- (c) if a dojo joins another karate organization not recognized, associated with, affiliated to or approved by the Corporation;
- (d) if a dojo is suspended by IKD;
- (e) for the good of the Corporation.

4.6.3 The Chairman of the Corporation and the Technical Advisory Board, acting jointly, may suspend a member dojo or an individual member from membership in the Corporation if, in their judgment, there is any risk to the health or safety of any person.

4.6.4 Where a member has been suspended for any of the reasons set out above, the Chairman shall forthwith notify the Secretary of the Corporation in writing, setting out the reasons for the suspension and the effective date thereof.

4.6.5 Where the Secretary receives notice of the suspension of a member, the Secretary shall forthwith advise the member in writing of the provisions of these by-laws regarding the suspension of members.

4.6.6 Any member who is suspended by the Corporation shall be given an opportunity to make submissions in support of a request for reinstatement either orally or in writing to or at a formal hearing before the Board of Directors within thirty (30) days of the date the suspension takes effect, or such longer period of time as is agreed upon between the parties.

4.6.7 After permitting a member who has been suspended an opportunity to make submissions, the Board of Directors shall consider all of the facts and circumstances surrounding the suspension and recommend to the Chairman of the Corporation either confirmation of the decision to suspend or requesting a reversal of the decision.

4.7 TERMINATION OF MEMBERSHIP

4.7.1 Membership in the Corporation may be terminated by any of the following:

- (a) voluntary withdrawal of the member or the member dojo;
- (b) by a resolution of the Board of Directors;
- (c) dissolution of a member dojo.

4.7.2 Upon termination of membership, all use by the terminated member of the name, logo, trademarks or recognizable symbols of the International Karate Daigaku and Budo IKD Manitoba shall cease immediately. They shall remain liable for payment of any assessment, dues, or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation. Any member terminated from the corporation shall not be entitled to any refund of fees paid.

4.7.3 Voluntary withdrawal of a member dojo

4.7.3.1 A member dojo who voluntarily terminates their membership with Budo IKD Manitoba and has been a member in good standing for the previous 5 years may qualify for partial disbursement of funds based on a percentage of their membership averaged over the previous year 3 years.

4.7.3.2 The member dojo must make a written request to the board, signed by 60% of their previous years IKD Manitoba members.

4.7.3.3 The disbursement of funds must not cause the funds of the corporation to drop below their normal yearly amount.

5.0 MEETINGS

5.1 General Rules Governing Meetings

5.1.2 Notices

5.1.2.1 Any notice or other document required by the Act, the Regulations, the Articles of Incorporation or the By-laws to be sent to any voting member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or telex or facsimile, e-mail or such other electronic means to any such voting member or director at his/her latest address as shown in the records of the Corporation and to the auditor at his business address, or if no address be given therein then to the last address of such voting member or director known to the Secretary provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

5.1.2.2 Notice of any meeting may be affected by posting written notice of the meeting in the premises of member dojos at least twenty-one (21) days before the date of the meeting.

5.1.2.3 The signature of any Director or Officer of the Corporation to any notice or document to

be given by the Corporation may be written, stamped, electronic or, printed or partly written, stamped, electronic or printed.

- 5.1.2.4 With respect to every notice or other document sent it shall be sufficient to prove that the notice or other document was properly addressed. A certificate of an Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, Director, Officer or auditor of the Corporation as the case may be.

5.1.3 **Quorums**

No business shall be transacted unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for the meeting or within such reasonable time thereafter as the Directors present may determine, the Directors present may adjourn the meeting to a fixed time and place but may not transact any other business.

5.1.4 **Voting**

- 5.1.4.1 All questions shall be decided by a simple majority of those votes cast by the Voting Members present unless otherwise provided for in the Act, the regulations or the by-laws.
- 5.1.4.2 All voting shall be by a show of hands or by ballot if requested by thirty percent (30%) or more of the Voting Members.
- 5.1.4.3 Each Voting Member present may cast only one vote to each question put to the meeting except that, in the event of a tied vote, the chairman of the meeting shall cast a deciding vote. (Note the Chairman has only one vote.)
- 5.1.4.4 Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact.
- 5.1.4.5 The Secretary shall record, or cause to be recorded, the proceedings of all Meetings.

- 5.1.5 Meetings shall be conducted under *Robert's Rules of Order*

5.2 Dojo Meetings

- 5.2.1 A Dojo Meeting shall be held:
- (a) when required by this by-law; and
 - (b) when required by the dojo's by-laws, rules or procedures.

5.2.2 A Dojo Meeting may be conducted in accordance with its bylaws, rules and procedures provided that:

- (a) only Voting Members shall vote on any resolution, petition or other matter to be forwarded to the Corporation; and
- (b) minutes are kept for any meeting at which such votes are held and a copy thereof is provided to the Corporation.

5.3 General Meetings

5.3.1 A General Meeting of the members shall be held:

- (a) annually within six months of the end of the fiscal year
- (b) when considered necessary by the Board of Directors; or
- (c) upon the written request to the Chairman of the Corporation signed by not fewer than twenty (20) Voting Members and setting forth the purpose for which the meeting is to be called.

5.3.2 Written notice of a General Meeting shall be:

- (a) Pursuant to section 15. *Notices* of these by-laws
- (b) posted at the premises of each member dojo; at least twenty-one (21) days prior to the date of the meeting.
- (c) The failure of any Voting Member to receive such notice shall not invalidate the proceedings or any resolution passed at the meeting.

5.3.2 Written notice of a General Meeting called pursuant to 5.3.1(c) shall clearly state the intended purpose of the meeting.

5.3.3 At any General Meeting, a quorum shall consist of not fewer that twenty (20) Voting Members who must be in attendance.

6 **DIRECTORS**

6.1 Each Full Member Dojo and each Voting Member Dojo Shall, once every (3) years commencing in the year **2011**, elect one eligible individual member of their dojo to be a Director.

6.1.1 To be eligible for election as a Director, a person shall:

- (a) be a Voting Member; AND
- (b) Hold one of the following positions :
 - i. Dojo instructor approved by the Board of Directors
 - ii. Instructor Trainee
 - iii. Graduate Instructor

iv. Shihan

- 6.1.2 Each Full Member Dojo and each Voting Dojo shall conduct its elections in accordance with its by-laws, rules and procedures provided that:
- (a) such elections are held between July 1 and June 30th of an election year; and
 - (b) only Voting Members shall vote in such elections; and
 - (c) minutes are kept for any meeting at which such elections are held and a copy thereof is provided to the Corporation as evidence of the rightful election of the Director.
- 6.1.3 A Director elect shall not become a member of the Board of Directors until such time that the Corporation confirms that the dojo is a Full Member Dojo or a Voting Dojo, and that the person elected is eligible to be a Director.
- 6.2 The Directors shall elect from among their number a Chairman of the Corporation and a Vice Chairman of the Corporation.
- 6.2.1 The Chairman of the Corporation shall be:
- (a) the chief operating officer of the Corporation; and
 - (b) the official representative of the Corporation unless otherwise determined by resolution of the Board of Directors; and
 - (c) the chairman, when present, of all meetings of the Board of Directors and the members.
- 6.2.2 The Vice Chairman of the Corporation shall be vested with all the powers and shall perform all the duties of the Chairman of the Corporation in the absence or inability or refusal to act of the Chairman of the Corporation.
- 6.3 The Directors' term of office (subject to the provisions, if any, of the Articles of Incorporation and of the by-laws) shall be from the date of the meeting at which they are elected or appointed.
- 6.4 So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the Directors in office, if they shall see fit to do so; otherwise the remaining Directors shall forthwith notify the dojo whose elected Director has vacated their position to call a meeting of its members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any member. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.
- 6.5 The office of a Director shall ipso facto be vacated:
- (a) if he ceases to be a member of the Corporation; or
 - (b) if he becomes bankrupt or suspends payment of his debts generally or

- compounds with his creditors or makes an authorized assignment or is declared insolvent; or
- (c) if he is found, by a jurisdiction having authority, to be a mentally incompetent person or of unsound mind; or
 - (d) if by notice in writing to the Corporation he resigns his office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
 - (e) if he dies; or
 - (f) if he is removed from office by a resolution passed by not less than two-thirds (2/3) of the votes cast at a meeting of the Directors, of which notice specifying the intention to pass such resolution has been given; or
 - (g) if a dojo submits written notice to the Chairman of the Corporation that the members of the dojo have, by resolution passed by a majority of the votes cast at a meeting, of which notice specifying the intention to pass such resolution has been given, removed their elected Director before the expiration of his term of office.

DUTIES AND AUTHORITY

- 6.6 The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by any statute expressly directed or required to be done in some other manner.
- 6.7 The Directors shall be responsible for administration of the work of the Corporation and ensuring that the by-laws, policies and directives of the Corporation are adhered to.
- 6.8 The Board of Directors shall ensure that the funds of the Corporation are accounted for, and that the minutes of meetings of the Corporation, exclusive of Dojo Meetings, are recorded and maintained.
- 6.9 The Board of Directors shall, from time to time set fees, including but not limited to, membership fees, examination fees, certificate fees and seminar fees necessary for the efficient operation and viability of the Corporation.
- 6.10 The Board of Directors may exercise all such powers of the Corporation as are approved by the Act. The Board of Directors shall have the power to authorize expenditures on behalf of the Corporation and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to make and amend expenditures for the purpose of furthering the objectives of the Corporation.
- 6.11 The Board of Directors may prescribe such rules, regulations and policies, not inconsistent with the bylaws, relating to the management and operation of the Corporation as they deem expedient, provided that such rules, regulations and policies shall have force and effect only until the first meeting of the Board of Directors following the next election of

Directors when they shall be ratified or rejected, and in default of confirmation shall thereafter cease to have any force or effect.

6.12 BOARD OF DIRECTORS MEETINGS

6.12.1 A meeting of the Board of Directors shall be held:

- (a) annually on a day between, July 1 and June 30th of each year; and
- (b) when considered necessary by the Chairman of the Corporation; and
- (c) upon the written request to the Chairman of the Corporation signed by not fewer than two (2) Directors and setting forth the purpose for which the meeting is to be called.

6.12.2 Meetings of the Board of Directors may be held either at the head office OR at any place within or outside Manitoba.

6.12.3 Notice of a meeting of the Board of Directors shall be delivered to all Directors and all Officer, at least fourteen (14) days prior to the date of the meeting, by any method described in section 5.1.2. The failure of any Director or any Officer to receive such notice shall not invalidate the proceedings or any resolution passed at the meeting.

6.12.4 Notice of a meeting of the Board of Directors shall clearly state the intended purpose of the meeting.

6.12.5 The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings.

6.12.6 Telephone Meetings. A meeting of the Board may be held by telephone conference call or other similar electronic means. Where any Director is unable to attend a meeting in person, that Director may participate in the meeting by means of telephone or other similar electronic means, and shall be considered having attending the meeting.

6.12.7 Resolution in Lieu of Meeting. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Directors, shall constitute a meeting of the Directors and is as valid as if it had been passed at a meeting of the Directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.

6.12.8 At any meeting of the Board of Directors, a quorum shall consist of not fewer than sixty percent (60%) of the total number of Directors who must be in attendance.

6.12.9 Meetings of the Board of Directors shall follow Section 5.1 *Meetings* except where stated different pursuant to the by-laws.

- 6.12.10 Each dojo with 12 to 25 members shall have one (1) vote, after the first 25 members, each additional 25 members in a dojo gives an additional vote to that dojo representative. For example, a dojo with 99 members has 3 votes. A dojo with 100 members has 4 votes.
- 6.12.11 The minutes of the Board of Directors shall not be available to the general membership of the Corporation, but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

7. TECHNICAL ADVISORY BOARD

Shall consist of a minimum of three members of the Board of Directors

CHIEF INSTRUCTOR

- 7.1 The Chief Instructor of Manitoba shall be the person appointed to that position by the Chief Instructor of IKD.
- 7.2 The Chief Instructor shall be the sole authority in any matters relating to technical aspects of Karate practiced under the jurisdiction of the Corporation.

COMMITTEE MEMBERS

- 7.3 The Chief Instructor of Manitoba shall, ex officio, be a member of the Technical Advisory Board.
- 7.4 The Chief Instructor of Manitoba shall, from time to time as he deems necessary, appoint members to a Technical Advisory Board from among eligible members.
- 7.4.1 To be eligible for appointment to the Technical Advisory Board, a person shall:
- (a) be a Voting Member; and
 - (b) hold the rank of 5th dan (Godan) or higher; and
 - (c) Be a graduate instructor
- 7.5 A member of the Technical Advisory Board shall cease to be a member of the Technical Advisory Board:
- (a) if he ceases to be a member of the Corporation; or
 - (b) if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent; or
 - (c) if he is found, by a jurisdiction having authority, to be a mentally incompetent person or of unsound mind; or
 - (d) if by notice in writing to the Corporation he resigns his office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or

- (e) if he dies.

DUTIES AND AUTHORITY

- 7.6 The Technical Advisory Board shall act under the direction of and on behalf of the Chief Instructor of Manitoba to manage technical matters, including but not limited to:
- (a) officiating at competitions;
 - (b) providing instruction for special classes or seminars;
 - (c) conducting examinations, if and when authorized by the Chief Instructor.

MEETINGS

- 7.8 A meeting of the Technical Advisory Board shall be held:
- (a) when considered necessary by the Chief Instructor of Manitoba; or
 - (b) upon the written request to the Chief Instructor of Manitoba signed by not fewer than two (2) members of the Technical Advisory Board and setting forth the purpose for which the meeting is to be called.
- 7.9 Meetings of the Technical Advisory Board may be held either at the head office or at any place within or outside Manitoba.
- 7.10 Notice of a meeting of the Technical Advisory Board shall be delivered to all members of the Technical Advisory Board, at least fourteen (14) days prior to the date of the meeting. The failure of any member of the Technical Advisory Board to receive such notice shall not invalidate the proceedings or any resolution passed at the meeting.
- 7.10.1 Notice of a meeting of the Technical Advisory Board called shall clearly state the intended purpose of the meeting.
- 7.11 A member of the Technical Advisory Board or any other person entitled to receive notice of a meeting may in any manner waive notice of a meeting and attendance of any such person at a meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 7.12 The Technical Advisory Board may appoint a day or days in any month, or months for regular meetings of the Technical Advisory Board at a place or hour to be named by the Technical Advisory Board and a copy of any resolution of the Technical Advisory Board fixing the place and time of regular meetings of the Technical Advisory Board shall be sent to each member of the Technical Advisory Board forthwith after being passed, but no further notice shall be required for any such regular meetings

- 7.13 Telephone Meetings. A meeting of the Technical Advisory Board may be held by telephone conference call or other similar electronic means. Where any person is unable to attend a meeting in person, that person may participate in the meeting by means of telephone or other similar electronic means. and shall be considered having attending the meeting.
- 6.12.7 Resolution in Lieu of Meeting. A resolution in writing, signed by all the persons entitled to vote on that resolution at a meeting of the Technical Advisory Board, shall constitute a meeting and is as valid as if it had been passed at a meeting of the Technical Advisory Board and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first person signed the resolution.
- 7.13 At any meeting of the Technical Advisory Board, a quorum shall consist of:
- (a) the Chief Instructor of Manitoba; and
 - (b) if there are three or more members in total, not fewer than 60% of their total number; who must be in attendance.
- 7.12 Meetings of the Board of Directors shall follow Section 5.1 *Meetings* except where stated different pursuant to the by-laws.
- 7.13 The Minutes of the Technical Advisory Board shall not be available to the general membership of the Corporation but shall be available for the Technical Advisory Board and the Board of Directors, each of whom shall receive a copy of such minutes.

REMUNERATION OF TECHNICAL ADVISORY BOARD

- 7.19 The members of the Technical Advisory Board shall serve without remuneration and no member of the Technical Advisory Board shall directly or indirectly receive any profit from his position as such, provided that a member of the Technical Advisory Board may be reimbursed for reasonable expenses incurred in the performance of their duties.

8. PROXIES AND AMENDMENTS TO BY-LAWS

8.1 PROXIES:

- 8.1.1 Votes may be given either personally or by proxy. At every General Meeting and/or Annual General Meeting at which he/she is entitled to vote, every voting member present in person shall have one vote on a show hands. Upon a poll which he/she is entitled to vote every voting member present in person or by proxy shall have one vote (subject to the provisions of the Corporation's Articles of Incorporation).

- 8.1.2 An instrument appointing a proxy shall be in writing under the hand of the appointer.
- 8.1.3 No person shall act as a proxy unless he/she is entitled on his/her own behalf to be present and vote at any meeting at which he/she acts as proxy.
- 8.1.4 No proxy holder may hold or exercise more than **three (3)** proxies at any meeting or adjournment thereof.
- 8.1.5 All proxies shall be delivered to the Secretary prior to the commencement of the General Meeting and shall be available for inspection by delegates thereto for at least fifteen minutes prior to and after the commencement thereof, and in the event of any challenge to any proxy the delegates present at the meeting shall decide the challenge by Ordinary Resolution.
- 8.1.6 A proxy is valid for only one meeting or any adjournment thereof.
- 8.1.7 An instrument appointing a proxy shall be in the following form or in the form approved by the Board of Directors and the General Meeting shall only accept proxies donated and duly completed in such form.

The undersigned voting member of the Budo IKD – Manitoba Inc. hereby appoints
 _____ of _____ as the
 (name) (name of Dojo)

Nominee of the undersigned to attend at and act for and on behalf of the undersigned at the General/Annual meeting of the Corporation to be held on the ___ day of _____, 20___ and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

DATED the _____ day of _____, 20_____.

SIGNATURE OF Voting Member
 (This form of proxy must be signed by a voting member)

8.1.8 The directors may from time to time make regulations regarding the lodging of the instruments appointing a proxy at some place or places other than the place at which a meeting or adjournment of a meeting of voting members is held and for particulars of such instruments to be cabled, telexed, telegraphed or e-mailed or sent in writing before the meeting or adjourned meeting to the Corporation as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted; pending the making of such regulations the Chairman of any meeting of voting members may in his/her decision accept telegraphic, telexed, cabled, e-mailed or written communications as to the authority of anyone claiming to vote on behalf of and to represent a voting member notwithstanding that no instrument of proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telegraphic, telexed, cabled, e-mailed or written communications accepted by the Chairman shall be valid and shall be counted.

8.2 AMENDMENTS TO BY-LAWS:

8.2.1 By-laws may be amended at the Annual General Meeting of the voting members and be passed by a two-thirds (2/3) vote of the votes cast.

8.2.2 By-laws may be amended by the Board of Directors at a special meeting of the Board of Directors called for that purpose. All of the directors shall be present at the meeting and such amendment shall be unanimously approved. The amendments to the By-laws shall have force and effect only until the next Annual General Meeting of the voting members when the amendments shall be ratified or rejected and in default of confirmation shall thereafter cease to have any force or effect.

9 OFFICERS

9.1 The Board of Directors shall, every three (3) years or more often as it may decide, appoint from among the Voting Members a Secretary and a Treasurer and, if deemed advisable, may appoint every three (3) years or more often, as it may decide, one or more Assistant Secretaries, and/or one or more Assistant Treasurers.

9.2 Duties of the Officers

9.2.1 **Duties of the President.** The President shall:

- a) Sit ex-officio on all Committees except the Audit Committee,
- b) Be informed and available to all The Corporation Committees, and attend these particular meetings of the Committees if a request is made by the Committee chairs,
- c) Submit a full report to the Annual General Meeting of the activities of The Corporation or the preceding year,

- d) Supervise all staff, unless a supervisor is otherwise appointed,
- e) Chair and set the agenda for the Board of Directors,
- f) Be responsible for all Officer positions that are vacant,
- g) Be the primary representative of The Corporation,
- h) Represent The Corporation to the general community, and,
- i) Be responsible to, and report regularly to, the Board.

9.2.2 Duties of the Secretary. The Secretary shall:

- a) Be responsible for the notice, agenda and minutes for all Board and General Meetings,
- b) Maintain information on the Board and Committees,
- c) Keep, or cause to be kept, an accurate copy of the By-laws, Standing Rules, and Policies of The Corporation,
- d) Be familiar with the By-laws, Standing Rules, and Policies of The Corporation, and advise the Board, Officers or Committees regarding interpretation when required,
- e) Ensure that all actions of The Corporation are in accordance with the By-laws, Standing Rules, and Policies of The Corporation,
- f) Be familiar with the Act and ensure that all actions of The Corporation are in accordance with the Act,
- g) Perform all required government filings on behalf of The Corporation,
- h) Transact all correspondence and generally discharge the duties of a secretary, and
- i) Be responsible to, and report regularly to, the Board.

9.2.3 Duties of the Treasurer. The Treasurer shall:

- a) Be responsible for the preparation of an annual budget for approval by the Board,
- b) Oversee the keeping of accurate financial records for The Corporation,
- c) Under the direction of the Board and in cooperation with the appropriate Officer oversee any special investments of The Corporation,
- d) Monitor all deposits and investments of The Corporation,
- e) Be responsible for all funds of The Corporation, depositing same promptly in a chartered bank or trust company in Manitoba in the name of The Corporation,
- f) Render to the Board at least once each quarter, a statement of income and expenses of the previous quarter and a summary of the assets and liabilities of The Corporation,
- g) Report and make suggestions to the President, Officers and Board about the services of The Corporation,
- h) Be responsible to, and report regularly to, the Board.

9.3 The Board of Directors may from time to time appoint such other Officers and agents as it shall deem necessary or shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

9.4 If the office of any Officer of the Corporation shall be or become vacant by reason of death, resignation or disqualification or otherwise, the Board of Directors shall, in the case of the Chairman of the Corporation, elect a person to fill such vacancy and in the case of any other office, appoint a person to fill such vacancy.

9.5 Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- (a) his resignation;
- (b) his removal by resolution of the Board of Directors at any time, with or without cause;
- (c) the appointment of his successor;
- (d) his ceasing to be a Voting Member of the Corporation;
- (e) the meeting at which the Board of Directors appoints the Officers of the Corporation.

- 9.6 A Director may be appointed to any office of the Corporation and the same person may hold one or more positions within the Corporation, except as expressly provided otherwise.
- 9.7 The remuneration of all Officers elected or appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors. The fact that any Officer or employee is a Director or member of the Corporation shall not disqualify him from receiving such remuneration as an Officer or employee as may be determined.
- 9.8 All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors; subject however, to any special resolution of the Corporation.
- 9.9 In case of the absence or inability to act of any Officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

10. SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

- 10.1 The Board of Directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or the Regulations or by the Articles of Incorporation or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

11. CONFLICT OF INTEREST

- 11.1 In supplement of and not by way of limitation upon any rights conferred upon Directors by the Act, it is declared that no Director shall be disqualified by his office from, or vacate his office by reason of, holding any office or place of profit under the Corporation or under any

corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any Director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A Director who is in any way directly or indirectly interested in a proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall vote on any resolution to approve such contract.

12. Protection of Directors and Officers. Except as required by the Act, no Director or Officer of the corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipts or other act of conformity, or for any loss, damage or expense happening to the corporation through insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested, or any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm, or corporation, including any person, firm or corporation with whom any of the monies, securities or effects of the corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or assets belonging to The corporation, or for any loss occasioned by any error of judgment or any oversight on their part, or any other loss, damage or misfortune whatever, which may happen in the execution of the duties of their office or trust in relation thereto, unless the same shall happen by or through his own wrongful and willful act, neglect or default.

13. INDEMNITIES TO DIRECTORS AND OTHERS

- 13.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation 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 Corporation, from and against:
- (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

- (b) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

13.2 The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

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14. VOTING SHARES AND SECURITIES

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of Directors shall from time to time determined.

The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine upon the passing of a resolution or other action by the Board of Directors.

15. CHEQUES, DRAFTS, NOTES, ETC.

- 15.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two (2) of the Chairman of the Corporation, the Vice Chairman of the Corporation and the Treasurer of the Corporation.

16. CUSTODY OF SECURITIES

- 16.1 All shares of and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank, credit union or a trust company or in a safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.
- 16.2 All share certificates, bonds, debentures, notes or other obligations belonging the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held by the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

17. EXECUTION OF INSTRUMENTS

- 17.1 Subject to any special resolution of the Corporation, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:
- (a) the Chairman of the Corporation; and
 - (b) the Treasurer of the Corporation;
- and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing.

17.2 The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

17.3 The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures and other securities and all paper writings.

17.4 In particular without limiting the generality of the foregoing,

(a) the Chairman of the Corporation; and

(b) the Treasurer of the Corporation;

shall have authority to sell, assign, transfer, exchange, convert or convey any or all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

18. **FINANCIAL YEAR**

The financial year of the Corporation shall be from the 1st day of July 1st to the 30th day of June following, both inclusive, or on such other date as the Board of Directors may from time to time by resolution determine.

19. **AUDITORS**

The accounts of the Corporation shall be audited annually. The Board of Directors shall appoint an auditor, to audit the accounts of the Corporation for a report to members. No member of the Board or Officer of the Corporation may be appointed auditor.

Ratified by the Members and ENACTED Sept 7, 2013

First Directors