

**ONTARIO JUDO BLACK-BELT ASSOCIATION
(JUDO ONTARIO)**

A corporation without share capital incorporated in the Province of Ontario under Letters Patent dated the October 7th, 1975 and recorded as number 314091 on November 21st, 1975

**BY-LAW NUMBER TWO
(As Amended July 17, 2004 and November 21, 2009)**

Being a By-law relating generally to the affairs of the Ontario Judo Black Belt Association (Judo Ontario).

It is hereby enacted as a By-law of the Ontario Judo Black Belt Association as defined in the following sixteen (16) sections.

All existing By-laws are revoked coincident with the enactment of this By-law Two.

**SECTION ONE
INTERPRETATION**

In this By-law unless the context otherwise specifies or requires:

- a) The singular shall include the plural and the plural the singular;
- b) The masculine shall include the feminine and the neuter;
- c) "Corporation" means the Ontario Judo Black Belt Association, commonly known as Judo Ontario, and formerly known as the Ontario Yudanshakai;
- d) "Executive" means an officer of the Corporation listed in Sub-section 4.1.1 below, and "Executives" has a corresponding meaning;
- e) "Executive Committee" has the meaning set forth in Sub-section 4.1.1 below;
- f) "Officer" has the meaning set forth in Section 5.1 below, and "Officers" has a corresponding meaning;
- g) "person" shall include the masculine, feminine and the neuter;
- h) "Region" is one of the geographic divisions of the Province of Ontario established by the Executive Committee (see Section 12 below ("Regions") for further definition).

For the purposes of the Corporations Act, the Executive Committee is deemed to be the board of directors of the Corporation and an Executive is deemed to be a director.

**SECTION TWO
ADMINISTRATION**

2.1 CORPORATE SEAL

The registered seal of the Corporation is impressed at the end of this By-law. The signatures to this By-law shall attest that this impression is the true seal of the Corporation.

2.2 MINUTES OF MEETINGS

Minutes shall be kept of all meetings of the Executive Committee, standing committees, and general and special meetings of Members. On approval, with or without amendment, minutes shall be signed by the chair and the secretary of the meeting and shall constitute the record of the Corporation's proceedings and shall be admissible in evidence as prima facie proof of the proceedings. The Minutes of Meetings shall be produced within three (3) weeks of the meeting. They shall be made available electronically, by email or

posting on a Judo Ontario-controlled website, to any member who makes a request. Printed copies will be provided by written request only.

2.3 EXECUTION OF DOCUMENTS

Contracts, documents or any other instruments in writing requiring the signature of the Corporation shall be signed by any two signing officers and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. An exception to the foregoing is that only one signature is required to endorse cheques for deposit to the credit of the Corporation, and the Executive Committee, at its discretion, may allow an agent or employee to endorse such cheques.

2.4 SIGNING OFFICERS

The President, the First Vice-President, the Vice-President (Administration) and the Vice-President (Finance) shall be signing officers. The Executive Committee shall have power, from time to time by resolution, to appoint any Executive, Member or agent to be a signing officer. Such an appointment may be either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing.

SECTION THREE MEMBERSHIP

3.1 MEMBERSHIP

3.1.1 Membership

The membership of the Corporation shall consist of such persons as are members at the time of enactment of this By-law and such other persons as are admitted to membership, except those of the foregoing who have been expelled, are under suspension or who have resigned. There are five (5) categories of membership: Regular Members, Associate Members, Honourary Life Members, Honourary Members, and Member Clubs. The term "**Members**" in this By-law refers to Regular Members, Associate Members, Honourary Life Members, and Member Clubs. Admission as a Member will require a person or club to pay the established fees before the established due date and presentation of an application form completed to the satisfaction of the current Registration Policy.

3.1.2 Qualification for Regular Membership

- a) Only a resident of Ontario may be or become a Regular Member.
- b) Only a black-belt degree recognized by a Regular Member federation of the International Judo Federation will be accepted as proof of eligibility for Regular Membership. An applicant must present a certificate of his recognized degree at the time of his application.
- c) An applicant who is a Regular Member of any other Regular Member association of Judo Canada must relinquish his other Regular Membership on acceptance as a Regular Member of the Corporation.
- d) A Regular Member who accepts Regular Membership in another Regular Member association of Judo Canada will be deemed to have resigned from the Corporation.
- e) The Executive Committee may, at its discretion, allow exceptions to the above in the case of visitors (sensei, foreign students and others). Such exceptions may include restrictions such as entry into certain competitions and eligibility for grants.
- f) The Executive Committee may, at its discretion, allow exceptions to the above in the case of Regular Members temporarily living outside the Province of Ontario who are required to join another association for purposes such as insurance but whose permanent residence is in Ontario and who wish to take part in Ontario events.

3.2 ASSOCIATE MEMBERSHIP

3.2.1 **Associate Membership**

Such persons as are registered with the Corporation as practitioners of Judo but who do not hold a black-belt degree shall be Associate Members during the time that their registration is current.

3.2.2 **Qualification for Associate Membership**

- a) Only a resident of Ontario may be or become an Associate Member.
- b) An Associate Member must normally be a member of a Member Club under section 3.5 below ("Member Clubs"). In unusual circumstances the Executive Committee shall have the power to accept individual registrations.
- c) An Associate Member may not hold membership in any other provincial or national Judo association.
- d) The Executive Committee may, at its discretion, allow exceptions to (c) above in the case of visitors (foreign students and others). Such exceptions may include restrictions such as entry into certain competitions and eligibility for grants. Associate Members are entitled to all the rights and privileges of Regular Members.

3.3 **HONOURARY LIFE MEMBERSHIP**

Honourary Life Membership may be conferred by the Executive Committee on Members who have given long and distinguished service to Judo. Honourary Life Members are entitled to all the rights and privileges of Regular Members.

3.4 **HONOURARY MEMBERSHIP**

Honourary Membership may be conferred by the Executive Committee on Distinguished Persons, not engaged in the practice of Judo, and may include presentation of an honorary black belt. Honourary Members are not entitled to any of the rights or privileges of Regular Members.

3.5 **MEMBER CLUBS**

Member Club membership is open to Judo clubs in Ontario. A Member Club membership must be held by a named Regular Member of the Corporation. Member Clubs are entitled to all the rights and privileges of Regular Members.

3.6 **RESIGNATION**

Any Member may resign from the Corporation by submitting his written resignation to the Vice-President (Administration) of the Corporation.

3.7 **SUSPENSION AND EXPULSION**

3.7.1 **Suspension and expulsion**

The Executive Committee, after due consideration of the circumstances and having given 30 days notice of intent to consider, may suspend or expel any Member for any of the following reasons:

- a) contravention of the By-laws of the Corporation.
- b) actions contrary to the standards of behaviour and ethics of Kodokan Judo.
- c) conduct that is contrary to the Ontario Human Rights Code.
- d) delinquency of fees, fines or other contractual debts. Such fees, fines, or other contractual debts will be deemed delinquent if the Executive Committee decides that the collection of such fees, fines or other contractual debts has become futile.

3.7.2 Voluntary suspension

A Member who does not pay his fees on or by the date set from time to time by the Executive Committee is deemed to have voluntarily suspended his Membership. Reinstatement is automatic on payment of fees equal to those a Member would have paid during the period of suspension. Rights and privileges for the period between voluntary suspension and reinstatement are foregone. The foregoing applies also to Member Clubs and Associate Members.

3.7.3 Rights and privileges of persons suspended or expelled

Persons expelled or under suspension forfeit all rights and privileges except the right of due process including the right of appeal.

3.7.4 Suspension or expulsion by a Member Club.

On notification by a club of the expulsion or suspension of a Regular Member or Associate Member, the Executive Committee shall consider, at its next regular meeting, what action by the Corporation is warranted.

3.8 FEES

The Executive Committee shall establish fees payable by Members, Member Clubs and Associate Members, and the respective dates by which the fees must be paid. The Executive Committee may from time to time change fees and due dates.

3.9 CESSATION OF MEMBERSHIP

Any person who has resigned or is suspended or has been expelled shall immediately return to the Corporation all books or other property of the Corporation of which he may have care, and he shall remain liable for the payment of all monies due from him at the time of his resignation, suspension or expulsion. Failure to pay the set fees before the established due dates, except for Lifetime Members, by a Member shall imply that the Member has relinquished their Membership.

SECTION FOUR EXECUTIVE COMMITTEE

4.1 THE EXECUTIVE COMMITTEE

4.1.1 The Executive Committee shall be comprised of the President, the First Vice-President, the Vice-President (Administration), the Vice-President (Finance), the Vice-President (Marketing), the Vice-President (Technical), the Vice-President (Competitions), the Vice-President (Operations), and the Vice-President (Regions).

4.1.2 The Judo Canada Director – Ontario will be elected, will not be an Executive, and will, at the request of the Executive Committee, submit any reports related to such role to the Executive Committee.

4.2 QUALIFICATION

4.2.1 Each Executive shall be eighteen (18) or more years of age at the time of his election.

4.2.2 Should an Executive cease to be fulfil the requirements of Section 4.2.3 below ("Membership Requirements"), his term of office will end forthwith.

4.2.3 Membership requirements

The President and all Vice-Presidents must be Regular Members of the Corporation. The Vice-President (Administration), the Vice-President (Marketing) and the Vice-President (Finance) may be Regular Members or Associate Members.

4.3 **TERM**

4.3.1 **Length of term**

Subject to Clause 4.3.3(a) below, each Executive shall be elected to hold office for a period of two (2) years or until his successor shall have been duly elected. The Vice-President (Regions) elected pursuant to Sub-section 12.3.2 shall be deemed to have been elected at the general meeting of Members at which other Executives are elected in accordance with Clause 4.3.3(c) below.

4.3.4 **Electoral Base**

The President, the First Vice-President, the Vice-President (Administration), the Vice-President (Finance) and all other Vice-Presidents with the exception of the Vice-President (Regions) shall be elected from and by the Membership. The Vice-President (Regions) shall be elected by the six (6) Regional Representatives.

4.3.5 **Transition Plan**

As and when these amendments to the By-laws are approved in accordance with Section 15 below ("Amendment of By-laws"), the current Executives will be deemed to have completed their terms of office, provided that they will retain their positions until elections are completed under the terms of these amendments.

4.4 **ELECTIONS**

4.4.1 **Notice**

Notice of elections shall be given at least sixty (60) days but not more than ninety (90) days prior to the election date. Notice may be given by announcement in the newsletter and on the web site, and by individual communication by mail, e-mail or facsimile. Notice to the person named as a designate of a Member Club shall be considered as notice to Associate Members in the relevant club.

4.4.2 **Candidate deadline**

Candidates must inform the Executive Director or such other person as the Executive Committee may designate of their candidacy, at the official Judo Ontario mailing address, in writing, not less than forty (40) days prior to the election date. A facsimile or e-mail transmission satisfies the requirement "in writing".

The Corporation shall publish a list of all candidates not less than thirty (30) days prior to the election date.

4.4.3 **Order of Election**

The order of election shall be:

<u>Election in Even Years</u>	<u>Election in Odd Years</u>
President	First Vice-President
Vice-President (Finance)	Vice-President (Administration)
Vice-President (Technical)	Vice-President (Marketing)
Vice-President (Operations)	Vice-President (Competitions)
Judo Canada Director – Ontario	
Vice-President (Regions)	

4.4.4 **Online voting procedure**

Voting by Members for the positions listed in 4.4.3 above ("Order of Election") shall be by voting online through a secure Judo Ontario-approved third party. Instructions for the online voting will be given at the same time as the announcement of the Annual General Meeting."

4.4.5 **Online voting procedure opt out**

A Member may submit their request in writing to the official Judo Ontario mailing address if the Member prefers to vote by mail, instead of the online voting described in section 4.4.4. Such written request will

only be effective if the written request is received within ten (10) calendar days of the date of the announcement of the Annual General Meeting.

4.5 VACATION OF OFFICE

The office of an Executive shall forthwith be vacated:

- a) if he ceases to be a Member of the Corporation;
- b) on acceptance of his resignation from office by the Executive Committee;
- c) if he is found by a Federal or Provincial Court to be mentally incompetent or declared bankrupt or convicted of a criminal offence;
- d) by resolution of a meeting of Members on recommendation of the Executive Committee for reasons of neglect of his duties as an Executive, incompetence or such other reason as may cause the Executive Committee to consider him unable to continue as an Executive;
- e) at the discretion of the Executive Committee if he fails to attend three (3) Executive Committee meetings in a two (2) year term of office.

4.6 REMUNERATION OF EXECUTIVES

Subject to Section 4.7 below ("Conflict of Interest"), an Executive may be remunerated for work performed in another capacity.

4.7 CONFLICT OF INTEREST

An Executive must declare any conflict of interest or any situation which may be perceived as a conflict of interest and not take part in any discussion or vote on the matter. In the case of an ongoing situation affecting one or more matters and affecting his ability to function effectively as an Executive, the Executive in question shall resign from the Executive Committee.

An Executive who fails to declare a conflict of interest may be found to be in contravention of these By-laws.

SECTION FIVE OFFICERS

5.1 OFFICERS

The officers of the Corporation shall be the the President, First Vice-President, Vice-President (Administration), Vice-President (Finance), the Vice-President (Marketing), the Vice-President (Technical), the Vice-President (Competitions), and the Vice-President (Operations).

5.2 DUTIES AND RESPONSIBILITIES

5.2.1 General

Each Officer shall perform all duties incident to his office and have such additional powers, duties and responsibilities as may be prescribed by the Executive Committee.

5.2.2 Ex-Officio Members

All Officers shall be ex-officio members of any standing or ad hoc committee for which they are responsible.

5.3 DUTIES AND RESPONSIBILITIES OF THE PRESIDENT

The President shall be the chief executive officer of the Corporation and shall be charged with the general supervision of the affairs and operations of the Corporation. He shall preside at all meetings of the Executive Committee, and Members. He shall have general oversight of the Vice-President

(Administration), the Vice-President (Finance), the Vice-President (Marketing) and their departments. He shall be an ex-officio member of all standing and ad-hoc committees of the Corporation.

5.4 DUTIES AND RESPONSIBILITIES OF THE FIRST VICE-PRESIDENT

The First Vice-President shall be responsible for the general oversight of the Vice-President (Operations), the Vice-President (Technical), the Vice-President (Competitions) and their departments. He shall also perform such duties as are delegated by the President from time to time and, in the absence of the President, shall perform the duties and exercise the powers of the President.

5.5 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (ADMINISTRATION)

The Vice-President (Administration) shall be responsible for giving notice and recording the minutes of all meetings of the Executive Committee, and Members. He shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation except when some other officer or agent has been appointed for that purpose.

5.6 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (FINANCE)

The Vice-President (Finance) shall have the care and custody of all the funds and securities of the Corporation and shall deposit same in name of the Corporation in such bank or banks or with such other depository or depositories as the Executive Committee may direct. He shall keep or cause to be kept proper accounting records for the Corporation. He shall make investments for the Corporation on instructions from the Executive Committee. He shall disburse the funds of the Corporation as may be ordered by the Executive Committee, taking proper vouchers for such disbursements and shall render to the Executive Committee at meetings thereof or whenever required of him by any Executive, an account of all his transactions as Vice-President (Finance) and of the financial position of the Corporation.

5.7 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (MARKETING)

The Vice-President (Marketing) shall be responsible for internal and external publicity and promotion of the Corporation. This includes, but is not limited to, Membership promotion, the website and the newsletter. He is also responsible for guiding fund raising efforts.

5.8 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (TECHNICAL)

The Vice-President (Technical) shall be responsible for development and training including but not limited to, youth development and coaching development. He shall be an ex-officio member of the Grading Committee.

5.9 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (COMPETITIONS)

The Vice-President (Competitions) shall be responsible for event management including but not limited to, the assurance of competent conduct of events and event sanctioning. He shall be responsible for the Referee Committee and for "Judo Ontario's Age-Specific Rules and Regulations", including any exceptions to the IJF Contest Rules. He shall also be responsible for the application of these Regulations, and exceptions thereto, and if desired, he may delegate this responsibility to the Ontario Referee Committee. He shall also act as the athletes' representative on the Executive Committee.

5.10 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (OPERATIONS)

The Vice-President (Operations) shall be responsible for internal affairs including, but not limited to, membership, membership risk management, dispute resolution and discipline.

5.11 DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT (REGIONS)

The Vice-President (Regions) shall chair the Regions Committee, made up of a representative from each Region. He shall prepare and keep current or have prepared and kept current a model set of by-laws for the Regions. He shall monitor Regional activities to ensure conformance with the Regional by-laws with special emphasis on elections. He shall represent the Regions individually or collectively on the Executive Committee.

5.12 **DELEGATION OF POWERS AND DUTIES**

In the case of the absence or inability to act of any Officer, or for any reason that the Executive Committee may deem sufficient, the Executive Committee may delegate any or all of the powers and duties of such Officer to any other Officer or to any Executive, for the time being.

SECTION SIX EXECUTIVE COMMITTEE

6.1 **QUORUM**

The quorum for meetings of the Executive Committee shall be five (5).

6.2 **VACANCIES**

Vacancies on the Executive Committee shall be filled in the appropriate manner, as follows:

- a) in the case of the Presidency, the First Vice-President shall become President;
- b) in the case of the First Vice-President or a Vice-President elected by the Membership, the Executive Committee may assign the duties of the position to one of their number;
- c) in the case of the Vice-President (Regions), the Regional Representatives will elect one of their number;
- d) in the event that all Executives decline to accept an appointment under (b) above, or the Regional Representatives decline to accept an appointment under (c) above, the Executive Committee may appoint any Regular Member or, in the cases of Vice-President (Administration) and Vice-President (Finance), any Regular Member or Associate Member.

Should no Executive be willing to accept an office under 6.2 (c) the Executive Committee may appoint any Regular Member.

In the case of a vacancy occurring in time for sufficient notice to be given before the annual general meeting of Members in an even numbered year, any appointments made under 6.2 (a), (b), (c) or (d) shall be temporary and shall be superseded by persons elected at such a meeting, which elections shall be for the remaining part of the original term.

6.3 **MEETINGS**

6.3.1 **Place of meetings**

Meetings of the Executive Committee will be held at the head office or such other place within the Province of Ontario as determined by the Executive Committee, from time to time. The Executive Committee shall meet regularly not less than twice per year.

6.3.2 **Calling of meetings**

The Vice-President (Administration) is required to call a meeting of the Executive Committee on the instructions of the President or on written request by any four (4) Executives.

6.3.3 **Notice of meetings**

At any meeting, announcement of the date, time and place of the next meeting shall be sufficient notice. Failing this thirty (30) days' notice is required unless all Executives agree to shorter notice.

6.3.4 **Special Executive Committee meetings**

A Special Executive Committee meeting may be called at short notice but not less than forty-eight (48) hours unless all Executives agree to a shorter notice. Such notice may be by electronic means, telephone, facsimile or email. Such a meeting will consider only the matter(s) included in the notice of meeting. Such

a meeting may be attended by teleconference and Executives so attending shall be considered to be present for the purpose of quorum and voting.

6.3.5 Chair

The President, or in his absence the First Vice-President shall take the chair. If neither the President nor the First Vice-President is present, the Executives shall appoint one of their number to take the chair.

6.3.6 Voting

Each Executive may vote once on each motion. The majority of votes decides the motion. In the case of equality of votes the motion is lost.

SECTION SEVEN MEETINGS OF MEMBERS

7.1 TYPES OF MEETING

7.1.1 Annual meeting of Members

A meeting of Members shall be held at such time and on such day in each year as the Executive Committee may from time to time determine but within six (6) months of the end of the financial year, for the purpose of hearing and receiving the reports and statements required by statute to be read at and laid before the Corporation at an annual general meeting, electing the Executives to be elected at that annual general meeting, recording the election of Regional Representatives by their respective Regions, appointing an auditor, and for the transaction of such other business as may properly be brought before the meeting.

7.1.2 Special meeting of Members

The Vice-President (Administration) is required to call a special meeting of Members on the instructions of the President or by resolution of the Executive Committee or on written request by any twenty (20) Members, for the transaction of business which is specified in the notice of the meeting.

7.2 NOTICE OF MEETING

7.2.1 Annual meeting

Not less than 60 days notice shall be given of the annual meeting of Members.

7.2.2 Special meeting

Not less than 30 days notice shall be given of a special meeting of Members.

7.3 CHAIR

The President shall take the chair at all meetings of Members, failing which the First Vice-President shall take the chair, failing which the meeting may appoint any other Executive as chair, failing which the meeting may appoint any Member present.

7.4 QUORUM

A quorum for the transaction of business at any meeting of Members shall be twenty-five (25) Members present in person. If, within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

7.5 VOTING

7.5.1 Voting Rights

Each Member shall have one vote on each question, issue or resolution except that in the case of a poll, a Regular Member designated by a Member Club shall have additional votes as shown in Section 7.5.2 below ("Votes for Associate Members"). Voting shall be by show of hands unless any Member demands a poll before the vote is called. If a poll is demanded and the demand is not withdrawn, the vote will be made by secret ballot. Three (3) scrutineers shall be appointed by the meeting. The scrutineers shall report the results of the vote to the chair of the meeting and shall not disclose the results to any other person.

Every question shall be decided by a majority of the votes cast unless otherwise required by the By-laws of the Corporation or by law. In the case of equality of votes the question is lost. A declaration from the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be prima facie proof of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution.

7.5.2 Votes for Associate Members

A Regular Member designated by a Member Club may carry additional votes. The number of additional votes is determined by the number of Associate Members registered by the relevant club. These additional votes are calculated by dividing the number of registered Associate Members in the relevant club by ten (10) and discarding any fractions. (Sample calculations: At least ten (10) Associate Members but not more than nineteen (19) Associate Members will allow one additional vote; at least fifty (50) Associate Members but not more than fifty-nine (59) Associate Members will allow five (5) additional votes.)

7.5.3 Good Stranding Voting Eligibility

Members who are not "in good standing" may, at the sole discretion of the Executive Committee, have their eligibility temporarily revoked until the Member is deemed "in good standing" solely by the Executive Committee.

7.5.4 Timing of Voting Eligibility

Regular Members and Associate Members will only be permitted to vote if their respective membership fees have been paid in full as of the thirty-first day of March of the year of the vote.

SECTION EIGHT NOTICE OF MEETINGS

8.1 METHODS OF GIVING NOTICE

Notice of any meeting of Members and any documents related to any such meeting sent by the Corporation shall be sent either:

- (a) by prepaid mail to the last address of the relevant Member(s) recorded on the books of the Corporation;
- (b) by facsimile transmission to the last facsimile number of the relevant Member(s) recorded on the books of the Corporation;
- (c) by email to the last email address of the relevant Member(s) recorded on the books of the Corporation;
or
- (d) by another form of electronic transmission where there is a record that the notice or other document has been sent to the relevant Member(s);

and may also be announced in the Corporation's newsletter or on the Corporation's web-site.

8.2 DATE OF NOTICE

A notice or other document sent by a method referred to in Section 8.1 above ("Methods of Giving Notice") shall be deemed to have been received by the intended recipient on the earlier of: (a) the day the intended recipient actually receives it; or (b) the first business day in the Province of Ontario after the day the notice or other document is sent. The term "business day" means any day which is not (i) a Saturday or Sunday, or (ii) a day observed as a holiday under the laws of the Province of Ontario or the federal laws of Canada applicable therein

8.3 EVIDENCE OF NOTICE

A declaration from the Chair or by the Vice-President (Administration) that notice has been properly given shall be conclusive evidence of giving such notice.

8.4 ERRORS OR OMISSIONS IN NOTICE

No error or omission in giving notice of an annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.

8.5 COMPUTATION OF TIME

In computing the interval for giving notice, the day of the meeting shall not be included but the day on which notice is given shall be counted as a full day.

SECTION NINE FINANCES

9.1 FISCAL YEAR

The fiscal year of the Corporation shall end on the thirty-first (31st) day of March.

9.2 AUDITOR

The Members at each annual meeting of Members shall appoint an auditor for the current fiscal year. If such an appointment is not made the term of the most recently appointed auditor shall be extended to the current fiscal year. The Executive Committee shall fix the remuneration for the auditor and may appoint a new auditor should the current auditor be unable or unwilling to complete his contract.

9.3 BORROWING

The Executive Committee may from time to time:

- a) borrow money on the credit of the Corporation,
- b) issue, sell or pledge securities of the Corporation,
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation of liability of the Corporation.

From time to time, the Executive Committee may authorize any Executive, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such securities for any monies borrowed or remaining due by the Corporation as the Executive Committee may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION TEN PROTECTION OF EXECUTIVES AND OFFICERS

10.1 PROTECTION OF EXECUTIVES AND OFFICERS

No Executive or Officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Executive, Officer, or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of 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 other assets belonging to the Corporation, or for any loss, damage, or misfortune whatever which may happen in the execution of the duties of his respective office or trust, or in relation thereto unless the same shall happen by or through his own dishonesty or willful neglect or default.

10.2 INDEMNIFICATION

The Corporation hereby acknowledges and agrees that each and every Executive and Officer of the Corporation shall be deemed to have assumed his office on the express understanding, agreement and

condition that except as hereinafter provided, he and his heirs, executors, administrators and other legal person representatives shall be indemnified and saved harmless by the Corporation from and against:

a) any liability and all costs, charges and expenses whatsoever that he sustains or incurs in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and

b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation, except such liability, costs, charges or expenses as are occasioned by his own dishonesty, wilful neglect or default.

10.3 LIABILITY INSURANCE

The Corporation may purchase and maintain insurance for the benefit of an Executive or Officer thereof, except insurance against a liability, cost, charge or expense of the Executive or Officer incurred as a result of his own dishonesty, willful neglect or default.

10.4 IRREGULARITIES IN PROCEDURE

No act or proceeding of any Executive, Officer or the Executive Committee shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Executive, Officer or the Executive Committee.

10.5 EXECUTIVES AND OFFICERS ENTITLED TO RELY ON REPORTS OF OTHERS

The Executive Committee, any Executive and any Officer may rely upon the accuracy of any statement or report prepared by the Corporation's auditor and any other report prepared by a qualified person and shall not be responsible or held liable for any loss or damage resulting from acting upon any such statement or report.

SECTION ELEVEN COMMITTEES

11.1 STANDING COMMITTEES

The Executive Committee may create such standing committees as may be considered desirable for the purpose of furthering the aims and objectives of the Corporation. These shall include but are not limited to a Grading Committee, a Technical Committee, a Referee Committee and a Regions Committee. Except for the Regions Committee, the Executive Committee shall determine the size, composition, and term of each standing committee. The Executive Committee may fill vacancies in a standing committee as they occur. Whenever a vacancy shall exist in a standing committee, the remaining members of such standing committee may exercise all of its powers as long as membership of the committee does not fall below two-thirds (2/3) of the number established by the Executive Committee. The Executive Committee may delegate to a standing committee any powers of the Executive Committee subject to any restriction that may be imposed by the Executive Committee. A majority of members of a standing committee shall be sufficient for a quorum.

SECTION TWELVE REGIONS

12.1 DEFINITION

There shall be six (6) Regions and each Region shall be a geographical area within Ontario. The Regions are designated:

East Region
Central East Region
North Region
Northwest Region
Central West Region

Southwest Region

The boundaries of each Region shall be determined from time to time by the Executive Committee

12.2 REGIONAL BY-LAWS

The affairs of a Region, including but not limited to officers, elections, notices and meetings, shall be conducted in accordance with its by-laws, said by-laws having been approved by the Executive Committee of the Corporation.

12.3 REGIONAL REPRESENTATION

12.3.1 Regional Representative

Each Region shall be represented on the Regions Committee by a Regular Member or Associate Member duly elected by and from the Region.

12.3.2 Election of the Vice-President (Regions)

The Vice-President (Regions) shall be elected by the Regional Representatives either from among themselves or from the general Membership. In the event that the Vice-President (Regions) is elected from among the Regional Representatives, his Region may elect another Regional Representative to replace him.

SECTION THIRTEEN AGENTS AND EMPLOYEES

13.1 APPOINTMENT OF AGENTS AND EMPLOYEES

The Executive Committee may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such duties as shall be prescribed by the Executive Committee at the time of such appointment or engagement.

SECTION FOURTEEN MISCELLANEOUS PROVISIONS

14.1 PUBLISHING AND COPYRIGHT

The Corporation may publish or promote the publication of journals, books and other material intended to further the aims and objectives of the Corporation. The Executive Committee shall appoint editors and editorial boards for each of the Corporation's publication. The copyright in papers and illustrations, if any, published by the Corporation shall be the property of the Corporation unless the author at the time of submitting the publication shall reserve the copyright to himself.

14.2 ADJOURNMENTS

Any business of any meeting of Members or of the Executive Committee or of any committee may be transacted at an adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Except in the case of meetings of Members, such adjournment may be made notwithstanding that no quorum is present.

14.3 REGISTER

The Corporation shall maintain a register of Members of the Corporation showing their last known address. The privacy of Members' information shall be maintained in accordance with applicable law.

14.4 GRANTS, DONATIONS, BEQUESTS AND GIFTS

The Executive Committee shall decide on the acceptance or refusal of any grant, donation, bequest or gift.

**SECTION FIFTEEN
AMENDMENT OF BY-LAWS**

15.1 AMENDMENTS TO THE BY-LAWS

Amendments to the By-laws may be proposed by resolution of the Executive Committee or by five (5) Members on written notice to the Vice-President (Administration). Such proposals shall be considered at an annual or special meeting of Members.

15.2 ENACTMENT

Amendments to the By-laws may be enacted when sanctioned by a two-thirds majority of the votes cast excluding abstainers at such meeting provided notice of the proposed amendments shall have been submitted to the Vice-President (Administration) forty-five (45) days prior to the meeting. All voting Members are to receive written notice at least thirty (30) days prior to the meeting in accordance with Section Eight above ("Giving of Notices").

15.3 CHECKING FOR LEGALITIES

The Executive Committee shall obtain legal opinion on all amendments to the By-laws after approval. In the event that the legal opinion is against enactment of an amendment or amendments then such amendment or amendments shall not be enacted, however if the opinion is such that unrelated parts of an amendment or amendments may stand then such parts shall be considered enacted.

**SECTION SIXTEEN
AMENDMENT OF LETTERS PATENT**

A proposal to apply to the Province of Ontario for an amendment to the Letters Patent shall require the support of the majority of Members at a meeting of Members duly called for the purpose of making such an amendment.

**APPENDIX “A”
HISTORY OF AMENDMENTS PASSED**

September 11, 2016, Annual General Meeting

1. The title of section 4.4.4 be changed to “Online voting procedure”.
2. Section 4.4.4 of the Constitution be amended by replacing the words “at a meeting for which notice has been duly given, voting in person or by mail.” with “by voting online through a secure Judo Ontario-approved third party. Instructions for the online voting will be given at the same time as the announcement of the Annual General Meeting.”
3. A new section 4.4.5 of the Constitution be added to read “A Member may submit their request in writing to the official Judo Ontario mailing address if the Member prefers to vote by mail, instead of the online voting described in section 4.4.4. Such written request will only be effective if the written request is received within ten (10) calendar days of the date of the announcement of the Annual General Meeting.”
4. The new section 4.4.5 will be titled “Online voting procedure opt out”