

ONTARIO JUDO BLACK-BELT ASSOCIATION (JUDO ONTARIO)

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

BY-LAWS**SECTION ONE INTERPRETATION****1.1 DEFINITIONS**

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

- a) The singular shall include the plural and the plural the singular.
- b) "Act" means the *Ontario Not-for-Profit Corporations Act, 2010* and its regulations made under it, as amended or re-enacted from time to time.
- c) "Articles" means the instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act.
- d) "Auditor" means an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- e) "Board" means the Board of Directors of the Corporation.
- f) "Corporation" means the Ontario Judo Black Belt Association, commonly known as Judo Ontario, and formerly known as the Ontario Yudanshakai.
- g) "Days" means days including weekends and holidays.
- h) "Director" means an individual elected or appointed to serve on the Board pursuant to these By-laws.
- i) "Extraordinary Resolution" means a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- j) "In Writing" means shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- k) "Officer" has the meaning set forth in Section 5.1 below, and "Officers" has a corresponding meaning.
- l) "Ordinary Resolution" means a resolution that is (i) submitted to a meeting of the Board or the Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or by the Member's attorney.
- m) "Region" is one of the geographic divisions of the Province of Ontario established by the Board of Directors (see Section 12 below ("Regions") for further definition).
- n) "Special Resolution" means a resolution that is (i) submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or by the member's attorney.
- o) The acronym "EDI" means Equity, Diversity and Inclusion and may be used interchangeably.

SECTION TWO ADMINISTRATION

2.1 MINUTES OF MEETINGS

- 2.1.1 Minutes shall be kept of all meetings of the Board of Directors, 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 of the Members 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.

2.2 EXECUTION OF DOCUMENTS

- 2.2.1 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 Board of Directors, at its discretion, may allow an agent or employee to endorse such cheques.

2.3 SIGNING OFFICERS

- 2.3.1 The President, Treasurer, and Secretary General shall be signing officers. The Board of Directors shall have power, from time to time by resolution, to appoint any Director, 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.

2.4 REGISTERED OFFICE

- 2.4.1 The registered office of the Corporation will be located within the Province of Ontario and the municipality of Toronto.

2.5 CONDUCT OF MEETINGS

- 2.5.1 Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition) as necessary for the orderly operation of the meetings of the Corporation.

SECTION THREE MEMBERSHIP AND REGISTRANTS

3.1 MEMBERSHIP AND REGISTRANTS

3.1.1 Membership

The Corporation has the following categories of Members:

- a) Club Members - A Judo Club in Ontario composed of Black Belt Members and Registrants and at least one certified Judo Ontario Coach.
- b) Black Belt Members - An individual holding a black-belt degree recognized by the International Judo Federation who can provide proof by way of certificate of their recognized degree at the time of their application.

3.1.2 Qualification for Black Belt Members

- a) Only a resident of Ontario may be or become a Black Belt Member.
- b) Only a black-belt degree recognized by a federation of the International Judo Federation will be accepted as proof of eligibility for Black Belt Membership.
- c) An applicant who is a Member or registered with any other association of Judo Canada must relinquish their membership or registration on acceptance as a Black Belt Member of the Corporation.
- d) A Black Belt Member who accepts Membership in another Member association of Judo Canada will be deemed to have resigned from the Corporation.
- e) The Board of Directors 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.

The Board of Directors may, at its discretion, allow exceptions to the above in the case of Black Belt 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 REGISTRATION

- 3.2.1 Each Member must register with the Corporation and by registering agrees to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

3.3 ADMISSION AND RENEWAL OF MEMBERS

- 3.3.1 Any candidate will be admitted or renewed as a Member if:

- a) The candidate makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate was previously a Member, the candidate was a Member in good standing when the candidate ceased to be a Member;
- c) The candidate has paid fees as prescribed by the Board;
- d) The candidate agrees to uphold and comply with the Corporation's governing documents;
- e) The candidate meets any other condition of membership determined by the Board;
- f) The candidate has met the applicable membership definition; and
- g) The candidate has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

3.4 MEMBERSHIP FEES AND DURATION

- 3.4.1 Unless otherwise determined by the Board, membership with the Corporation begins as described below and ends as described below or when the member resigns or is terminated from membership:

- a) Club Member – Date of acceptance by the Corporation – August 31st
- b) Black Belt Member – Date of acceptance by the Corporation – August 31st

3.5 RESIGNATION

- 3.5.1 Any Member may resign from the Corporation by submitting their written resignation to the Secretary General) of the Corporation.

3.6 SUSPENSION AND EXPULSION

- 3.6.1 **Suspension, Termination and Expulsion**

Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) The Member's death or dissolution; or
- f) Upon at least fifteen (15) days' prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member's membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding action or termination of membership.

A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

3.6.2 Voluntary suspension

A Member who does not pay their fees on or by the date set from time to time by the Board of Directors is deemed to have voluntarily suspended their 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.

3.6.3 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, if any.

3.7 FEES

- 3.7.1 The Board of Directors shall establish fees payable by Members, Member Clubs and Associate Members, and the respective dates by which the fees must be paid. The Board of Directors may from time-to-time change fees and due dates.

3.8 CESSATION OF MEMBERSHIP

- 3.8.1 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 they may have care, and they shall remain liable for the payment of all monies due from them at the time of their 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.

3.9 GOOD STANDING

- 3.9.1 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by the Corporation;
- c) Has complied with the By-laws, policies, and rules of the Corporation;

- d) Is not subject to a disciplinary investigation or action by the Corporation (or designate), or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

3.10 PRIVILEGES OF GOOD STANDING

- 3.10.1 Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:
- a) To attend, participate, and vote at meetings of the Members;
 - b) To participate in the Corporation's activities; and
 - c) To participate in other events associated with the Corporation.

3.11 REGISTRANTS

- 3.11.1 The Corporation has the following categories of Registrants, who are not necessarily Members, but who must register with the Corporation and pay fees as determined by the Board (or, if the Registrant is younger than 18 years old, who must have a parent/guardian register and pay fees on behalf of the Registrant):
- a) Athlete – An individual who participates with the Corporation as an athlete.
 - b) Coach – An individual who participates with the Corporation as a coach, manager or trainer
 - c) Volunteer – An individual who provides volunteer services to the Corporation.

3.12 YEAR

- 3.12.1 Unless otherwise determined by the Board, the registration term of Registrants begins on the date the Board accepts the Registrant's registration and ends on August 31st or when the Registrant resigns or is terminated from registration.

3.13 FEES

- 3.13.1 Registrant fees will be determined annually by the Board.

3.14 DEADLINE

- 3.14.1 Registrants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Registrant in default will automatically cease to be a Registrant with the Corporation.

3.15 DISCIPLINE

- 3.15.1 A Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's By-laws, policies, and procedures relating to discipline of Registrants.

3.16 MAY NOT RESIGN

- 3.16.1 A Registrant may not resign from the Corporation if the Registrant is subject to disciplinary investigation or action.

3.17 EXPULSION AND RESIGNATION

- 3.17.1 A Registrant ceases to be a Registrant if:
- a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant;
 - b) The Registrant resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;

- c) The Registrant fails to pay fees owed to the Corporation by the deadline dates;
- d) The Registrant fails to comply with Corporation's registration policies or applicable policies;
- e) The Registrant's term of registration expires; or
- f) The Corporation is liquidated.

3.18 DEFINITION

3.18.1 A Registrant with the Corporation will be in good standing provided that the Registrant:

- a) Has not ceased to be a Registrant;
- b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required fees to the Corporation.

3.19 CEASE TO BE IN GOOD STANDING

3.19.1 Registrants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of good standing.

SECTION FOUR BOARD OF DIRECTORS

4.1 THE BOARD OF DIRECTORS

4.1.1 The Board of Directors shall be comprised of the President, Treasurer, Secretary General, Vice-President Technical, Vice-President Competitions and four (4) Directors-at-Large.

4.2 QUALIFICATION

- 4.2.1 Each Director shall be eighteen (18) or more years of age at the time of their election, not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property; not been declared incapable by a court in Canada or in another country; and not have the status of bankrupt. The President, Secretary General, Vice-President Technical and Vice-President Competitions must be Black Belt Members. The four (4) Directors-at-Large and Treasurer are not required to be Black Belt Members.
- 4.2.2 Should a Director cease to fulfil the requirements of Section 4.2.1 ("Membership Requirements"), their term of office as a Director will end forthwith.

4.3 TERM

4.3.1 Length of term

Directors shall serve for a term of three (3) years and shall hold office until their successors are duly elected or appointed in accordance with these By-laws, unless they resign, are removed, or otherwise vacate their office. A Director may serve no more than three (3) consecutive terms. For greater certainty, service as a Director prior to the adoption of this provision shall be counted toward the calculation of consecutive terms. After serving three (3) consecutive terms, an individual shall not be eligible for election or appointment as a Director until at least one (1) year has elapsed.

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 Board of Directors 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

Three (3) Directors will be elected at each Annual Meeting in the following rotation:

- a) The President and two (2) Directors-at-Large.
- b) The Secretary General, Vice-President Competition and one (1) Director-at-Large.
- c) The Treasurer, Vice-President Technical and one (1) Director-at-Large.

4.5 ELECTIONS

4.5.1 Elections for Director-at-Large positions will be decided by the Members in accordance with the following:

- d) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- e) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, additional vote(s) will be conducted between the tied nominees until a winner is declared.

4.6 REMUNERATION OF DIRECTORS

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

4.7 CONFLICT OF INTEREST

4.7.1 A Director 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 their ability to function effectively as a Director, the Director in question shall resign from the Board of Directors. A Director who fails to declare a conflict of interest may be found to be in contravention of these Bylaws.

4.8 CONSENT

4.8.1 An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

4.9 VACATE OFFICE**4.9.1** The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
- c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- d) The Director is found to be incapable of managing property by a court or under Ontario law;
- e) The Director is found by a court to be incapable;
- f) The Director becomes bankrupt; or
- g) The Director dies.

4.10 REMOVAL**4.10.1** An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.**4.11 VACANCIES****4.11.1** Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting. If, as a result of any vacancy or vacancies on the Board, there is not a quorum of Directors, the remaining Directors will forthwith call a meeting of the Members to fill the vacancies. Notwithstanding Section 4.3.1, the Board of Directors may appoint an individual who is not eligible per Section 4.3.1 if there is no other suitable candidates.**4.12 MEETINGS****4.12.1 Place of meetings**

Meetings of the Board of Directors will be held at the head office or such other place within the Province of Ontario as determined by the Board of Directors, from time to time. The Board of Directors shall meet regularly not less than twice per year. A meeting of the Board of Directors may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board of Directors, a Director may, if all the Directors of the Corporation consent, participate in a meeting of the Board of Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

4.12.2 Calling of meetings

The Secretary General is required to call a meeting of the Board of Directors on the instructions of the President or on written request by any four (4) Directors.

4.12.3 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 Directors agree to shorter notice.

4.12.4 Special Board of Director meetings

A Special Board of Directors meeting may be called at short notice but not less than forty-eight (48) hours unless all Directors 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 Directors so attending shall be considered to be present for the purpose of quorum and voting.

4.12.5 Chair

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

4.12.6 Voting

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

4.12.7 Quorum

At any meeting of the Board, quorum will be fifty percent (50%) of the Directors holding office but never less than the minimum number of Directors listed in the Articles.

4.12.8 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board.

4.12.9 Written Resolutions

A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Directors and delivered or transmitted by any electronic means to the Secretary shall be deemed to be duly signed by such Directors.

4.12.10 Attendance at Meetings

Meetings of the Board will be closed to Members and the public except by invitation of the Board. The only people entitled to attend meetings of the Directors will be the Directors and others who are entitled or required under any provision of the Act.

4.13 POWERS OF THE CORPORATION

4.13.1 Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.14 EMPOWERED

4.14.1 The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;

- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Appoint Key Volunteers with duties and responsibilities as described by the Board;
- f) Determine registration procedures, determine membership fees, and determine other registration requirements;
- g) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- i) Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- j) Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- k) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- l) Perform any other duties from time to time as may be in the best interests of the Corporation.

SECTION FIVE OFFICERS

5.1 OFFICERS

- 5.1.1 The officers of the Corporation shall be the President, Treasurer, Secretary General, Vice-President Technical and Vice-President Competitions.

5.2 DUTIES AND RESPONSIBILITIES

5.2.1 General

Each Officer shall perform all duties incident to their office and have such additional powers, duties and responsibilities as may be prescribed by the Board of Directors.

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

- 5.3.1 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. The President shall preside at all meetings of the Board of Directors, and Members. The President shall be an ex-officio member of all standing and ad-hoc committees of the Corporation.

5.4 DUTIES AND RESPONSIBILITIES OF THE SECRETARY GENERAL

- 5.4.1 The Secretary General shall be responsible for giving notice and recording the minutes of all meetings of the Board of Directors, and Members. They 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.

5.5 DUTIES AND RESPONSIBILITIES OF THE TREASURER

- 5.5.1 The Treasurer shall be responsible for the care and custody of all the funds and securities of the Corporation and ensure that all funds are deposited same in name of the Corporation in such bank or banks or with such other depository or depositories as the Board of Directors may direct. They shall keep or cause to be kept proper accounting records for the Corporation. They shall make

investments for the Corporation on instructions from the Board of Directors. They shall disburse or direct the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render to the Board of Directors at meetings thereof or whenever required of them by a Director, an account of all their transactions as Treasurer and of the financial position of the Corporation.

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

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

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

- 5.7.1 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. They 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. They shall also be responsible for the application of these Regulations, and exceptions thereto, and if desired, They may delegate this responsibility to the Ontario Referee Committee. They shall also act as the athletes’ representative on the Board of Directors.

5.8 DELEGATION OF POWERS AND DUTIES

- 5.8.1 In the case of the absence or inability to act of any Officer, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate any or all of the powers and duties of such Officer to any other Officer or to a Director, for the time being.

**SECTION SIX
MEETINGS OF MEMBERS**

6.1 TYPES OF MEETING

6.1.1 Annual meeting of Members

An Annual 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, and within fifteen (15) months of the previous Annual Meeting, 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 meeting of members, electing the Directors to be elected at that annual meeting of members, 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.

6.1.2 Special meeting of Members

The Secretary General is required to call a special meeting of Members on the instructions of the President or by resolution of the Board of Directors or on written request by Members carrying 10% of the votes, for the transaction of business which is specified in the notice of the meeting connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or that is otherwise consistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

6.2 BUSINESS

- 6.2.1 All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:
- a) Receipt of the agenda;
 - b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
 - c) Reports;
 - d) Consideration of the financial statements;
 - e) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
 - f) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any) and to fix the remuneration of the auditor or authorize the Board to fix such remuneration;
 - g) Election of Directors; and
 - h) Such other business or special business as may be set out in the notice of meeting which will include the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and the text of any Special Resolution to be submitted at the meeting.

6.3 NEW BUSINESS

- 6.3.1 No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting

6.4 NOTICE OF MEETING**6.4.1 Annual meeting**

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors at least ten (10) days and not more than fifty (50) days prior to the date of the meeting and the notice will state the date, time, place and general nature of the business to be conducted at the meeting. Notwithstanding the foregoing provisions of this Section, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or other electronic means. If a person may attend a meeting of the Members by telephonic or other electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.4 WAIVER OF NOTICE

- 6.4.1 A meeting of Members may be held at any date, time and place without notice if all Members are present (unless a Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called) or if not present, either before or after the meeting, waive notice or otherwise consent in writing or by any electronic means, to such meeting being held, and at such meeting any business may be

transacted which the Corporation may transact at any meeting of Members, provided that the requirements respecting quorum are met.

6.5 CHAIR

- 6.5.1 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.

6.6 QUORUM

- 6.6.1 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.

6.7 VOTING

6.7.1 Voting Rights

Members have the following voting rights at all meetings of the Members:

- a) Club Members may appoint a Delegate who is entitled to one (1) vote per ten (10) Black Belt Members and Registrants registered with the Club.
- b) Black Belt Members have one vote each.

6.7.2 Delegate

A Club Member may notify the Corporation of their Delegate, who will represent the Member Club and vote on their behalf by providing written notice to the Corporation prior to the Members Meeting.

6.7.3 Good Stranding Voting Eligibility

Members who are not “in good standing” may, at the sole discretion of the Board of Directors, have their eligibility temporarily revoked until the Member is deemed “in good standing” solely by the Board of Directors.

6.7.4 Record Date For Voting

The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

6.7.5 Proxy Voting

Proxy voting is permitted for Black Belt Members only. A proxy must:

- a) Be in a form that complies with the Act;
- b) Comply with the format stipulated by the Corporation; and
- c) Be submitted to the Registered Office of the Corporation at least forty-eight (48) hours prior to the meeting of the Members.

6.7.6 Voting by Electronic Means

A Member may vote by telephonic or electronic means if:

- a) The Corporation has made available a procedure that permits voting by telephonic, or electronic means; and
- b) The votes may be verified as having been made by the Member entitled to vote.

6.7.7 Determination of Votes

Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member. The Chair of the meeting declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

6.7.8 Majority of Votes

Except as otherwise provided in these By-laws or required by the Act, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

6.8 RESOLUTIONS IN WRITING

- 6.8.1** Any resolution signed by all the voting Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and delivered or transmitted by any electronic means to the Corporation shall be deemed to be duly signed by such Members.

SECTION SEVEN NOTICE OF MEETINGS

7.1 METHODS OF GIVING NOTICE

- 7.1.1** 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);
- e) and may also be announced in the Corporation's newsletter or on the Corporation's web-site.

7.2 DATE OF NOTICE

- 7.2.1** A notice or other document sent by a method referred to in Section 7.1 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

7.3 EVIDENCE OF NOTICE

- 7.3.1** A declaration from the Chair or by the Secretary General that notice has been properly given shall be conclusive evidence of giving such notice.

7.4 ERRORS OR OMISSIONS IN NOTICE

- 7.4.1** 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.

7.5 COMPUTATION OF TIME

- 7.5.1 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 EIGHT FINANCES

8.1 FISCAL YEAR

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

8.2 AUDITOR

- 8.2.1 At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.
- 8.2.2 The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Corporation before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.
- 8.2.3 The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

8.3 BORROWING

- 8.3.1 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 Board of Directors may authorize any Director, 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 Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

8.4 ANNUAL FINANCIAL STATEMENTS

- 8.4.1 The Board of Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
- a) The financial statements;
 - b) The auditor's report or review engagement (if any); and
 - c) Any further information respecting the financial position of the Corporation.

8.5 BOOKS AND RECORDS

- 8.5.1 The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- a) The Corporation's articles and By-laws;
 - b) The minutes of meetings of the Members and of any committee of Members;
 - c) The resolutions of the Members and of any committee of Members;
 - d) The minutes of meetings of the Board of Directors or any committee of Directors;
 - e) The resolutions of the Directors and of any committee of Directors;
 - f) A register of Directors;
 - g) A register of Officers;
 - h) A register of Members; and
 - i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

8.6 REMUNERATION

- 8.6.1 All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board of Directors. This section does not preclude an Executive or member of a committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

**SECTION NINE
PROTECTION OF DIRECTORS AND OFFICERS**

9.1 PROTECTION OF DIRECTORS AND OFFICERS

- 9.1.1 No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director, 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 Board of Directors 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 their respective office or trust, or in relation thereto unless the same shall happen by or through their own dishonesty or willful neglect or default.

9.2 INDEMNIFICATION

9.2.1 The Corporation hereby acknowledges and agrees that each and every Director 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, they and their 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 they sustain or incur in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and
- b) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Corporation, except such liability, costs, charges or expenses as are occasioned by their own dishonesty, willful neglect or default.

9.3 LIABILITY INSURANCE

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

9.4 IRREGULARITIES IN PROCEDURE

9.4.1 No act or proceeding of any Director, Officer or the Board of Directors 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 Director, Officer or the Board of Directors.

9.5 DIRECTORS AND OFFICERS ENTITLED TO RELY ON REPORTS OF OTHERS

9.5.1 The Board of Directors, any Director 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 TEN
COMMITTEES****10.1 STANDING COMMITTEES**

10.1.1 The Board of Directors 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 Board of Directors shall determine the size, composition, and term of each standing committee. The Board of Directors 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 Board of Directors. The Board of Directors may delegate to a standing committee any powers of the Board of Directors subject to any restriction that may be imposed by the Board of Directors. A majority of members of a standing committee shall be sufficient for a quorum.

10.1.2 The Executive Committee will be comprised of the Officers. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these By-laws or may be

prescribed from time to time by the Board. Executive Committee decisions must be ratified at the next meeting of the Board.

SECTION ELEVEN REGIONS

11.1 DEFINITION

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

- a) East Region
- b) Central East Region
- c) North Region
- d) Northwest Region
- e) Central West Region
- f) Southwest Region

11.1.2 The boundaries of each Region shall be determined from time to time by the Board of Directors

11.2 REGIONAL BY-LAWS

11.2.1 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 Board of Directors of the Corporation.

11.3 REGIONAL REPRESENTATION

11.3.1 Regional Representative

Each Region shall be represented on the Regions Committee by a Black Belt Member duly elected by and from the Region.

SECTION TWELVE AGENTS AND EMPLOYEES

12.1 APPOINTMENT OF AGENTS AND EMPLOYEES

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

SECTION THIRTEEN MISCELLANEOUS PROVISIONS

13.1 PUBLISHING AND COPYRIGHT

13.1.1 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 Board of Directors 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 themselves.

13.2 ADJOURNMENTS

13.2.1 Any business of any meeting of Members or of the Board of Directors 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.

13.3 REGISTER

- 13.3.1 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.

13.4 GRANTS, DONATIONS, BEQUESTS AND GIFTS

- 13.4.1 The Board of Directors shall decide on the acceptance or refusal of any grant, donation, bequest or gift.

SECTION FOURTEEN AMENDMENT OF BY-LAWS

14.1 AMENDMENTS TO THE BY-LAWS

- 14.1.1 These By-laws may only be amended, revised, repealed or added to by:
- a) Ordinary Resolution of the Board of Directors. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
 - b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

SECTION FIFTEEN AMENDMENT OF LETTERS PATENT/ARTICLES

- 15.1 A proposal to apply to the Province of Ontario for an amendment to the Letters Patent/Articles shall require a Special Resolution at a meeting of Members duly called for the purpose of making such an amendment.

SECTION SIXTEEN FUNDAMENTAL CHANGES

- 16.1 A Special Resolution is required to make the following fundamental changes to the Articles of the Corporation. Fundamental Changes are defined as follows:
- c) Change the Corporation's name;
 - d) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - e) Create a new category of Members;
 - f) Change a condition required for being a Member;
 - g) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
 - h) Divide any category of Members into two or more categories and fix the rights and

- conditions of each category;
- i) Add, change or remove a provision respecting the transfer of a membership;
 - j) Increase or decrease the number of, or the minimum or maximum number of, Directors;
 - k) Change the purposes of the Corporation;
 - l) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
 - m) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - n) Change the method of voting by Members not in attendance at a meeting of the Members; or
 - o) Add, change or remove any other provision that is permitted by the Act.

SECTION SEVENTEEN DISSOLUTION

17.1 DISSOLUTION

- 17.1.1 Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property or part thereof shall be distributed or disposed of to charitable organizations.

SECTION EIGHTEEN ADOPTION OF THESE BY-LAWS

18.1 RATIFICATION

- 18.1.1 These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on September 14th, 2025.

18.2 REPEAL OF PRIOR BY-LAWS

- 18.2.1 In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws

Temporary - Bylaw #2
Phased Implementation Plan and Election of Directors

1. On September 14th, 2025 at the Judo Ontario Annual Meeting, a motion for the approval of the new Bylaws and this Temporary Bylaw #2 (Phased Implementation Plan) will be placed before the voting Members.
2. Upon the approval of the motion to accept the new Bylaws and this Phased Implementation Plan, the new Bylaws will be implemented effective immediately except for the composition and elections of directors which will be implemented in accordance with this Phased Implementation Plan.
3. At the 2026 AGM:
 - a) The following Directors will cease to hold office:
 - i. President – Brian Kalsen
 - ii. Treasurer – Heather West
 - iii. Vice-President Technical – Kevin Doherty
 - iv. Vice-President Operations – Justin Chan
 - v. Vice-President Regions/Equity – Vitaliy Polyanskyy
 - b) The following Directors will hold office until the 2027 AGM:
 - i. 1st Vice President – Tony Kelly
 - ii. Vice-President Administration (thereafter Secretary General) – Carlene Young
 - iii. Vice-President Competitions – Danial Reis
 - iv. Vice-President Marketing (thereafter Director-at-Large) – Greg Butrey
4. Elections will occur as follows:
 - a) At the 2026 Members Meeting:
 - i. President and one (1) Director-at-Large – 3-year term
 - ii. Treasurer, Vice-President Technical and one (1) Director-at-Large – 2-year term
5. Elections will occur as follows:
 - a) At the 2027 Members Meeting:
 - i. Secretary General, Vice-President Competition and one (1) Director-at-Large – 3-year term
 - ii. One (1) Director-at-Large – 2-year term
6. All subsequent elections will proceed in accordance with the new Bylaws.