

JUDO CANADA

BY-LAWS

ARTICLE I: GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Judo Canada, a Canadian Corporation.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
 - b) *Annual Meeting* – the annual meeting of the Members;
 - c) *Articles* – the articles of continuance of the Corporation;
 - d) *Athlete* – an individual currently carded (on a Canadian national team or competing at the international level for Canada) or a person who is retired, was carded and was a member of the Canadian national team or competed at the international level for Canada, not more than five (5) years ago;
 - e) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution 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;
 - f) *Board* – the Board of Directors of the Corporation;
 - g) *Corporation* – Judo Canada;
 - h) *Days* – days including weekends and holidays;
 - i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - j) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
 - k) *Governing Documents* – The Corporation’s Articles of Incorporation, By-laws, policies, procedures, rules and regulation.
 - l) *Independent* – having no fiduciary obligation to anybody for the sport of Judo at the national or provincial level, receiving no direct or indirect material benefit from any such party, and being free of any conflicts of interest of a financial, personal, or representational nature;
 - m) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;
 - n) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
 - o) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
 - p) *Registrant* – those individuals meeting the definition of Registrant that are admitted as Registrants of the Corporation under these By-laws;
 - q) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
 - r) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- 1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Quebec at such address as the Board may determine.
- 1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.5 Affiliation – The Corporation will be a member of the International Judo Federation (“IJF”), and shall be the sole Canadian representative to this body and all other bodies affiliated with and recognized by the IJF.
- 1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.
- 1.7 Conduct of Meetings – 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).

1.8 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.9 Language – As and when required by circumstances, provisions shall be made for the conduct of Corporation's business in the official languages of Canada.

ARTICLE II: MEMBERSHIP

Membership Categories

2.1 Categories – The Corporation has the following categories of Members:

a) General Members

2.2 General Member – An organization, association or corporation that is recognized by the Corporation as the sole governing body for judo in that Province or Territory, that is registered as a member of the Corporation, and that has agreed to abide by the Corporation's Governing Documents.

Admission of Members

2.3 Admission of Members – Any candidate will be admitted as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member has met the definition listed in Section 2.2; and
- e) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

2.4 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a) Change a condition required for being a Member;
- b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c) Change the method of voting by Members not in attendance at a meeting of Members.

Transfer of Membership

2.5 Transfer – Any interest arising out of membership in the Corporation is not transferable.

Duration

2.6 Duration of Membership – Membership is accorded on an annual basis as determined by the Board and all Members will re-apply for membership each year.

Membership Dues

2.7 Dues – Membership dues for all categories of membership and other fees will be determined annually by the Board.

2.8 Deadline – Members will be notified in writing of the membership dues or fees payable, and if they are not paid within thirty (30) days of the membership renewal date or by the date stated in the notification, the Member in default will automatically cease to be a Member of the Corporation. Any dues, subscriptions, or other monies owed to the Corporation by expelled Members will remain due.

Withdrawal and Termination of Membership

2.9 Withdrawal and Termination – Membership in the Corporation is terminated when:

- a) The Member dissolves;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1;
- c) The Member resigns from the Corporation by giving written notice, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all dues payable;

- d) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination;
- e) The Member's membership expires, unless renewed in accordance with these By-laws; or
- f) The Corporation is liquidated or dissolved under the Act.

2.10 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.11 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

Good Standing

2.12 Definition – A Member of the Corporation will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership 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 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 membership dues.

2.13 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III: REGISTRANTS

3.1 Definition – Registrants are individuals who are registered with a General Member and who are engaged in activities that are provided, sponsored, supported or sanctioned by a General Member and may include, but are not limited to, recreational and competitive athletes, members of national teams, coaches, officials, event organizers, administrators, and volunteers who serve on club committees and Boards of Directors.

Term

3.2 Year – Unless otherwise determined by the Board, the registration term of a Registrant will be from September 1st – August 31st.

Fees

3.3 Fees – Registrant fees will be determined annually by the Board and charged to the Registrant via the General Member, which will remit all Registrant fees to the Corporation at a date determined by the Board.

3.4 Deadline – If a Registrant fee is not paid within thirty (30) days of a date specified by the Board, the Registrant in default will automatically cease to be a Registrant with the Corporation.

Discipline

3.5 Discipline – 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.

3.6 May Not Resign – A Registrant may not resign from the Corporation if the Registrant is subject to disciplinary investigation or action.

Status

3.7 Expulsion and Resignation – A Registrant ceases to be a Registrant if:

- a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 3.1;

- 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;
- c) The Registrant fails to pay fees owed to the Corporation by the deadline date in Section 3.4;
- 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 dissolved.

Good Standing

3.8 Definition – A Registrant 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.

3.9 Cease to be in Good Standing – 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.

ARTICLE IV: MEETINGS OF MEMBERS

4.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

4.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was called. A Special Meeting of the Members may be called at any time by:

- a) The Chair,
- b) Any three (3) Directors, or
- c) Members, upon written requisition, who hold five percent (5%) of the votes of the Corporation.

4.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

4.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

4.5 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

4.6 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

4.7 Persons Entitled to Attend – Delegates representing Members, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

4.8 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

4.9 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Determination of a quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Declaration of any conflicts of interest
- f) Adoption of minutes of the previous Annual Meeting
- g) Board, Committee and Staff reports
- h) Report of Auditor
- i) Appointment of Auditor
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

4.10 Scrutineers – At each meeting of members, one or more scrutineers (who need not be Members) may be appointed by an Ordinary Resolution of the voting members or by the Chairperson with the consent of the meeting to serve at the meeting.

4.11 Chair Pro Tempore - A Chair *Pro Tempore*, (who need not be a Member) may be appointed by a resolution of the meeting to chair the meeting, in whole or in part. Such Chair *Pro Tempore* cannot cast a deciding vote.

4.12 New Business – 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 sixty (60) 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. A Member's proposal may also be submitted 90 – 150 days before the anniversary of the previous Annual Meeting of Members.

4.13 Quorum – A minimum of seven (7) Members will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Voting at Meetings of Members

4.14 Voting Privileges – Members have the following voting rights at all meetings of the Members:

- a) General Members are entitled to appoint a Delegate who may attend meetings of the Members and exercise the number of votes assigned to that Member.

4.15 Number of Votes – Each Member will have one vote plus one additional vote for every 500 Registrants. The number of votes for each Member will be determined by the Board as of March 31st.

4.16 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, at least seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member. A Delegate must be at least eighteen years of age, of sound mind, and be acting as the Member's representative.

4.17 Proxy Voting – Members may vote by proxy if:

- a) The Member notified the Corporation in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;
- b) The proxy is received by the Corporation prior to the start of the meeting;

- c) The proxy clearly states the date of the specific meeting; and
 - d) The proxy clearly states to whom the proxy is given.
- 4.18 Maximum Number of Proxies – No Member will hold more than one (1) proxy vote.
- 4.19 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:
- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
 - b) The votes may be verified as having been made by the Member entitled to vote; and
 - c) The Corporation is not able to identify how each Member voted.
- 4.20 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 4.21 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.
- 4.22 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE V: GOVERNANCE

Composition of the Board

- 5.1 Directors – The Board will consist of nine (9) Directors,
- 5.2 Composition of the Board – The Board will consist of the following:
- a) Eight (8) Directors-at-Large
 - b) Athlete Representative
- 5.3 Board Independence – All Directors must be Independent as defined in these By-laws. A Director or prospective Director's independent shall be determined by the Nominating Committee.

Eligibility of Directors

- 5.4 Eligibility – To be eligible to serve as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
 - b) Be a resident of Canada as defined in the *Income Tax Act*;
 - c) Have the power under law to contract;
 - d) Agree to adhere to the Corporation's Governing Documents;
 - e) Have not been declared incapable by a court in Canada or in another country;
 - f) Not have the status of bankrupt; and
 - g) Not be an employee or contractor of the Corporation.
- 5.5 Director Independence – An individual may be deemed ineligible to serve as a Director if they are not Independent to comply with section 5.3 of these By-laws. An individual who would not be considered Independent will be considered to be Independent once they resign from or terminated the circumstance that gives rise to the non-independence.

Election of Directors

- 5.6 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors.
- 5.7 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
 - b) Comply with the procedures established by the Nominations Committee; and
 - c) Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

5.8 Board Diversity – The Board will have at least four (4) Directors of the minority gender identity. Additionally, for every election, the Nominations Committee will aim to ensure that the nominees consist of at least forty percent (40%) of individuals from the minority gender identity.

5.9 Geographical Diversity – The Board will have Directors from at least five (5) provinces and/or territories to ensure national diversity. The province/territory which a Director is registered will determine their provincial/territorial residence. If the Director is not registered with a province/territory, their address of permanent residence will determine their address of residence.

5.10 Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.

5.11 Circulation of Nominations – Valid nominations and their election platform messages (if any) will be circulated to Members prior to the elections at the Annual Meeting.

5.12 Election – Directors will be elected at every two years at the Annual Meeting as follows:

- a) The Athlete Representative and four (4) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section b.
- b) Four (4) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section a.

5.13 Elections – Elections for the Athlete Representative will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie, the nominee receiving the fewest votes will be deleted from the list of nominees until a winner is declared. If there continues to be a tie then the winner will be declared by Ordinary Resolution of the Board.

5.14 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

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

5.15 Election Quotas – The Corporation will ensure it meets its gender identity and geographical diversity quotas for Directors by implementing the following election procedures:

- a) Prior to every election, the Corporation will determine the gender identity and geographical diversity of each Director on the Board whose term is not expiring at the meeting of the Members. If there are five (5) Directors who identify as one gender identity, individuals of that same gender identity will not be permitted to stand for election. If there are fewer than five (5) Directors from different provinces or territories, individuals from provinces and territories already represented on the Board will not be permitted to stand for election.

5.16 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Corporation.

5.17 Term Limit – Directors are subject to the following term limits:

- a) Subject to subsection (b), Directors may serve one (1) or more terms, which may but do not need to be consecutive, up to a maximum of eight (8) years of total service, and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office
- b) Directors serving at the time of the ratification of these By-laws who have exceeded the maximum term limit of eight (8) years will retain their position for the remainder of their term.

Suspension, Resignation and Removal of Directors

5.18 **Resignation** – A Director may resign from the Board at any time by presenting their written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.19 **Vacate Office** – The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a Director;
- b) The Director resigns;
- c) The Director is found to be incapable of managing property by a court or under federal or provincial law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director is convicted of any criminal offence related to the position;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent;
- g) The Director changes their permanent residence to outside of Canada; or
- h) The Director dies.

5.20 **Removal** – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.

5.21 **Suspension** – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

5.22 **Vacancy** – 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 while adhering to Section 5.8 and 5.9 of these By-laws relating to gender and geographical diversity.

Meetings

5.23 **Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.

5.24 **Chair** – The Chair will be the Chair of all meetings of the Board unless designated by the Chair. In the absence of the Chair, or if the meeting of the Board was not called by the Chair, one of the Independent Directors as selected by the Board will be the Chair of the meeting.

5.25 **Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

5.26 **Number of Meetings** – The Board will hold at least three (3) meetings per year.

5.27 **Quorum** – At any meeting of the Board, quorum will be a majority of Directors holding office.

5.28 **Voting** – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

5.29 **No Alternate Directors** – No person shall act for an absent Director at a meeting of the Board.

5.30 **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.

5.31 **Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

5.32 Meetings by Telecommunications – A meeting of the Board 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.

Powers of the Board

5.33 Powers – 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.

5.34 Empowered – The Board is empowered to:

- a) Make policies and procedures or manage the affairs 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) Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE VI: OFFICERS

6.1 Composition – The Officers will be comprised of the Chair, General Secretary, Treasurer, and the Chief Executive Officer.

6.2 Terms – The term of the Officers, excluding the Chief Executive Officer, will be two (2) years or until they or their successors are elected or appointed. Officers may re-elected or appointed for more than one (1) term.

6.3 Term Limit – Chair – An individual may only serve as Chair of the Board for six (6) years.

6.4 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a Chair, General Secretary, and Treasurer from among the eight (8) Directors-at-Large. They shall take office immediately.

6.5 Duties – The duties of Officers are as follows:

- a) The Chair will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The General Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

- c) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.
- d) The Chief Executive Officer, who is not a Director, is an employee of the Corporation and will attend all meetings of the Board but will not vote. The CEO will have the following responsibilities (or may delegate such responsibilities to other staff of the Corporation):
 - i. Uphold the By-laws and recommend any changes to the Board
 - ii. Attend Committee meetings (or designate an alternate staff person)
 - iii. Enforce all rules and regulations and policies of the Corporation, including receiving appeals, complaints and disputes, and executing the applicable policies
 - iv. Have and exercise such powers and authority as may reasonably be necessary to discharge the duties and responsibilities of the office
 - v. Manage the Corporation's office and conduct the day-to-day business of the Corporation in full accordance with established conference regulations, policies and procedures
 - vi. Provide technical expertise, leadership, advice and direction related to the functions of liaison, financial management, communications, publicity, promotion and marketing
 - vii. Formulate and recommend for action any matters pertaining to program development, services to members, general legislation, policies, functions, activities, objectives or general welfare of the Corporation
 - viii. Other responsibilities as the Board may direct.

6.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff of the Corporation.

6.7 Removal – An Officer (other than the CEO) may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.

6.8 Vacancy – Where the position of an Officer (other than the CEO) becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the Chair position becomes vacant, the Board may appoint a replacement for the position of Chair from among the Directors.

6.9 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VII: COMMITTEES

7.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

7.2 Standing Committees – The Board shall have the following committees:

- a) Nominations Committee - The Board will establish a Nominations Committee to oversee the solicitation and receipt of nominations for the election of the Directors. The committee will also be responsible for vetting potential candidates, evaluating a candidate's skills and expertise, determining a candidate's independence as per these By-laws, and making recommendations to the Members about elections. The Committee will have an odd number of members with the objective that the committee is respected, credible, and representative. The Nominations Committee will have responsibilities and authority at the discretion of the Board.
- b) Governance and Ethics Committee - The Board will establish a Governance and Ethics Committee to recommend matters for approval by the Board as they relate to governance and/or ethics. The Governance and Ethics Committee will have responsibilities and authority at the discretion of the Board.

- c) Audit and Finance Committee - The Board will establish an Audit and Finance Committee to be chaired by the Treasurer, to recommend matters for approval by the Board as they relate to finances and audits. The Audit and Finance Committee will have responsibilities and authority at the discretion of the Board.

7.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

7.4 Chair Ex-officio – The Chair will be an *ex-officio* and non-voting member of all Committees of the Corporation.

7.5 Removal – The Board may remove any member of any Committee.

7.6 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VIII: CONFLICT OF INTEREST

8.1 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX: FINANCE AND MANAGEMENT

9.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1st to March 31st.

9.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

9.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit 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 or a Director of the Corporation and will have remuneration fixed by the Directors.

9.4 Annual Financial Statements – The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

9.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation may be available to the Members at the discretion of the Board but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

9.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

9.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

9.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and as approved by the Members (when required).

9.9 Trust Funds - The Board shall have the power to enter into a trust arrangement for the purpose of creating a trust fund in which the capital and income may be made available for the benefit of promoting the objects of the Corporation in accordance with such terms as the Board may prescribe.

9.10 Gifts - The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

9.11 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers (excluding the CEO) and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE X: AMENDMENT OF BY-LAWS

10.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

10.2 Members Proposal – A Member is entitled to make a Member's Proposal to make, amend or release these By-laws. Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Members.

10.3 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE XI: FUNDAMENTAL CHANGES

11.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's Registered Office is situated;
- c) Add, change, or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change, or remove a provision respecting the transfer of a membership;
- i) Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XII: NOTICE

12.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

12.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

12.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XIII: DISSOLUTION

13.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

ARTICLE XIV: INDEMNIFICATION

14.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual (including volunteers and disciplinary panel members) who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

14.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

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

14.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XV: ADOPTION OF THESE BY-LAWS

15.1 Adoption by Board – These By-laws were adopted by the Board at a meeting of the Board duly called and held on April 21, 2022.

15.2 Ratification – These By-laws were ratified by the Members at a meeting of the Members duly called and held on June 11, 2022.

15.3 Repeal of Prior By-laws – 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 No.2 Transition Plan

1. On June 11, 2022, at the Judo Canada Annual Meeting, a motion for the approval of the new Judo Canada Bylaws and this Transition Plan (Bylaw No. 2) will be placed before the voting Members.
2. Upon the approval of the motion to accept the new Bylaws and this Transition 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 Transition Plan.
3. At the 2022 Annual Meeting, elections will occur as follows in accordance with the new Bylaws;
 - a) Four (4) Director-at-Large will be elected for a four (4) year term.
4. At the 2024 Annual Meeting, elections will occur as follows in accordance with the new Bylaws;
 - a) Four (4) Director-at-Large will be elected for a four (4) year term.
 - b) One (1) Athlete Representative will be elected for a four (4) year term.
5. All subsequent elections will proceed in accordance with the new Bylaws
6. Once the Board transition period is completed and this Bylaw #2 will be repealed automatically.

Board Composition Table

Year	Positions to be Elected	Board Composition
2022	Four (4) Directors-at-Large (4 year term)	Nine (9) Directors-at-Large
2023	No Elections	Nine (9) Directors-at-Large
2024	Four (4) Directors-at-Large (4 year term) One (1) Athlete Representative (4 year term)	Eight (8) Directors-at-Large One (1) Athlete Representative
2025	No Elections	Eight (8) Directors-at-Large One (1) Athlete Representative
2026	Four (4) Directors-at-Large (4 year term)	Eight (8) Directors-at-Large One (1) Athlete Representative