

# Newfoundland and Labrador Amateur Taekwondo Union Inc. Constitution and Bylaws

## 1. Name of Organization

- 1.1 The name of this organization shall be the Newfoundland and Labrador Amateur Taekwondo Union Inc., hereafter referred to as the NLATU.

## 2. Mission and Value Statement

- 2.1 The NLATU is a volunteer driven, incorporated not for profit organization dedicated to the pursuit of excellence in the development of the sport and martial art of WT Taekwondo in the Province of Newfoundland and Labrador.
- 2.2 The NLATU is a value based organization, governed by the Tenets of Taekwondo: courtesy, integrity, self-control, perseverance and indomitable spirit; as well as the TRUE SPORT principles of sport. These include:

**Go for it:** always strive for excellence and rise to the challenge, but never at the expense of others. Discover how good you can be.

**Play fair:** play honestly and obey the rules, in letter and spirit. Winning is only meaningful when competition is fair.

**Respect others:** show respect for everyone involved in creating a sporting experience, both on the field and off. Win with dignity and lose with grace.

**Keep it fun:** find the joy of sport and have a good time. Keep a positive attitude and look to make a positive difference, on the field and in your community.

**Stay healthy:** place physical and mental health above all other considerations and avoid unsafe activities. Respect your body and keep in shape.

**Include everyone:** share sport with others, regardless of creed, ethnicity, gender, sexual orientation or ability. Invite everyone into sport to make it more meaningful for the whole community.

**Give back:** always remember the community that supports your sport and helps make it possible. Find ways to show your appreciation and help others get the most out of sport.

### **3. Objectives**

- 3.1 To promote the martial art, sport and philosophy of World Taekwondo (WT) Taekwondo throughout Newfoundland and Labrador;
- 3.2 To train and develop coaches, athletes and referees to represent Newfoundland and Labrador.
- 3.3 To research, study, promote and teach the competition rules of World Taekwondo (WT).
- 3.4 To serve as the Government of Newfoundland and Labrador and Sport NL recognized Provincial Sport Organization.

### **4. Affiliation**

- 4.1 Taekwondo Canada (TC) is the national Sport federation in Canada recognized by World Taekwondo (WT), Pan American Taekwondo Union (PATU), Sport Canada and Canadian Olympic Committee.
- 4.2 The Newfoundland and Labrador Amateur Taekwondo Union Inc. (NLATU), as the Member Organization representing Taekwondoists in Newfoundland and Labrador, is solely affiliated with Taekwondo Canada and no other national Taekwondo governing body.

### **5. Membership**

- 5.1 Regular members: individuals who practice the martial art and sport of WT Taekwondo who are:
  - 5.1.1 Enrolled in a Voting Member Dojang that is in good standing.
  - 5.1.2 In good standing with the NLATU, that is have registered, have all fees paid and does not have membership privileges suspended or terminated by the NLATU or Taekwondo Canada..
- 5.2 Life Member: members recognized for their outstanding commitment and dedication to the martial art and sport of Taekwondo. Life members are recommended by the membership or Board of Directors and approved by at an Annual / Special General Meeting. Life members must register annually to receive the benefits and privileges of membership, however are exempt from membership fees. Life members are subject to all NLATU policies.
- 5.3 The membership year shall be September 1 to August 31.
- 5.4 All memberships expire August 31; however there shall a grace period, September 1 to September 30, both dates inclusive, for members to renew their membership. All benefits and privileges of membership are extended during this period.

- 5.5 A member ceases to be an NLATU member when:
- 5.5.1 His / her membership expires and the grace period has passed.
  - 5.5.2 He / she is no longer enrolled in and NLATU Voting Member Dojang.
  - 5.5.3 He / she have any outstanding fines and / or sanctions imposed upon him / her by the NLATU or Taekwondo Canada.
  - 5.5.4 The member resigns thus terminating membership. This must be submitted to the NLATU President in writing.
  - 5.5.5 The member dies.
- 5.6 The Board of Directors, in their absolute discretion, may pass a resolution authorizing the removal or suspension of a member and thereupon such a person is removed or suspended as the case requires and membership fees are not refundable.
- 5.7 Any member who has a sanction, suspension, fine or similar penalty imposed upon him / her and resigns his / her membership as per section 5.5.4 of these bylaws prior to serving that penalty shall not be eligible for membership in the NLATU for a minimum of three (3) years following the date of resignation. All sanctions, suspensions, fines and other penalties will be not be waived regardless of the members resignation.
- 5.8 Memberships are not transferrable.
- 5.9 No member shall belong to a Canadian Taekwondo organization or similar provincial "WT" or "Kukkiwon" Taekwondo organization that is in competition with, or in opposition to, NLATU or Taekwondo Canada.
- 5.10 For the purposes of allowing competitors from outside Newfoundland and Labrador to participate in NLATU events, temporary membership may be granted to individuals for a fee determined by the board.

## **6. Voting Member Dojangs (VMD)**

- 6.1 Voting Member Dojangs (VMD's), also referred to as clubs, Taekwondo schools or dojangs etc, are entities with owners / head instructors approved by the Board of Directors to teach, coach and instruct the martial art and sport of Taekwondo in Newfoundland and Labrador in accordance with the guidelines prescribed by the NLATU, Taekwondo Canada, World Taekwondo and Kukkiwon.
- 6.1.1 VMD's are approved to elect voting delegates to attend and vote at NLATU General Meetings.
  - 6.1.2 VMD members (or the legal guardians of VMD members under 18 years of age) are eligible to serve on the NLATU Board of Directors as per these bylaws.

- 6.1.3 Participants in NLATU sanctioned events must be members of an approved VMD or have been granted temporary membership via bylaw 5.10.
- 6.2 Minimum Requirements:
  - 6.2.1 The Dojang head instructor must be Kukkiwon certified, minimum second (2<sup>nd</sup>) Dan. Instructors under the rank of 4<sup>th</sup> Dan, must have a technical director, 4<sup>th</sup> Dan or higher, who resides in Canada and is eligible to conduct black belt exams as per Kukkiwon and/or Taekwondo Canada guidelines.
  - 6.2.2 The owner / head instructor must pass the NLATU screening process.
  - 6.2.3 The owner / head instructor must possess minimum qualifications as determined by the Board of Directors.
  - 6.2.4 The Board of Directors reserves the right to expand VMD approval requirements as it deems necessary.
- 6.3 Probationary Period
  - 6.3.1 Any VMD's applying to the NLATU who have not been a member of the NLATU in the prior year must serve a one (1) year probationary period. The probationary period ends exactly one year from the date of approval as stated by the Board of Directors.
  - 6.3.2 During the probationary period, members enrolled in the newly approved VMD have no vote at any general meeting and are ineligible for election or appointment to the Board of Directors. All other benefits and privileges of membership are granted.
- 6.4 Suspension / Termination of VMD Status
  - 6.4.1 Conditions surrounding the suspension and termination of VMD status shall be addressed in the VMD Policy.
- 6.5 Competing Taekwondo Organizations. No NLATU VMD shall join, be members of, or affiliated with a Canadian or provincial "WT" or "Kukkiwon" Taekwondo organization that is in competition with, or in opposition to, the NLATU or Taekwondo Canada.
- 6.6 Any VMD that violates section 6.5 of these bylaws terminates affiliation with the NLATU with immediate effect and consequently, its individual members will not be in good standing with the NLATU.
- 7. General Meetings of the Members**
  - 7.1 The NLATU Annual General Meeting (AGM) shall be held within three (3) months following the end of each fiscal year.
  - 7.2 A Special General Meeting (SGM) shall be convened by the Board of Directors on such matters whereby the Board deems necessary.

- 7.3 Request by the membership for a SGM shall be submitted to the Board of Directors in writing and supported by the names and signatures of ten (10) percent of the NLATU membership.
- 7.4 A request by the membership for a SGM shall specify the purpose or purposes for which such a meeting is required. The notice of a SGM shall state in general terms the purpose of the meeting and no other matters may be transacted.
- 7.5. The date, time and location of an AGM /SGM shall be determined the Board of Directors.
- 7.6 Minimum notice to members for an AGM / SGM is thirty (30) days.
- 7.7 Quorum
- 7.7.1 A minimum of ten (10) voting delegates representing a minimum of four (4) VMD must be present for any AGM / SGM to proceed.
- 7.7.2 If, at any time, the quorum ceases to exist, no business shall be conducted.
- 7.8 Each delegate is entitled to one (1) vote at an AGM / SGM.
- 7.9 A Director of the Board may serve as a voting delegate if so named by their Dojang.
- 7.10 Board members do not have any additional votes.
- 7.11 A majority consists of 50% plus 1.
- 7.12 In the event of a tie, the President shall be entitled to an additional vote.
- 7.13 There will be no proxies allowed at any AGM / SGM.
- 7.14 Each VMD will submit the names of its voting delegates to the NLATU no less than seven (7) days prior to an AGM / SGM at which time each voting delegate must be in good standing with the NLATU.
- 7.15 Any member named as a voting delegate to an AGM / SGM who is not in good standing with the NLATU by the deadline of seven (7) days prior to the AGM / SGM will be removed from the delegates list.

## **8. Representational Voting**

- 8.1 Each VMD shall elect a maximum of one (1) individual delegate per ten (10) registered members to attend an Annual / Special General Meeting. A VMD must have a minimum of ten (10) registered members to have a delegate attend the AGM / SGM. A VMD with registration consisting of a multiple of ten (10) plus six (6) or more will yield an additional delegate.

Interpretation:

A VMD with 55 registered members may elect five (5) delegates.

A VMD with 56 registered members may elect six (6) delegates.

- 8.2 The number of delegates each VMD can select for an AGM / SGM shall be determined by the number of members the VMD has registered with the NLATU as of August 31 of the previous fiscal year as revenue from these memberships are confirmed by the audited statements.

- 8.3 Each Voting Delegate must meet the following criteria:

- 8.3.1 Be a member of NLATU or a parent or legal guardian of a member who is under the age of 18 and they, or that member, be in good standing with the NLATU at least 48 hours before the AGM / SGM.
- 8.3.2 The member must be enrolled in a VMD that is not on probation and that is in good standing with the NLATU.
- 8.3.3 Does not have any outstanding sanctions restricting voting privileges.

- 8.4 An individual may be counted towards enrollment in only one (1) VMD. If a member changes VMD, notice must be submitted to the Board of Directors. Failure to notify the Board of Directors will result cause the member to be included in his / her original VMD enrollment list.

## **9. Delegate Selection Process**

- 9.1 Based on the criteria as stated in Section 8.3 of these bylaws, each VMD must democratically elect delegates. Prior to attending an Annual /Special General Meeting, the VMD must hold a meeting, either in person or electronically, and conduct a vote to elect its delegates. The Board of Directors may request proof of such a meeting.
- 9.2 If a VMD owner / head instructor is elected to be a delegate, he/she has one (1) vote and does not receive any additional votes, regardless of the numbers of NLATU members are enrolled in that VMD.

## **10. Board of Directors**

## 10.1 Eligibility

To hold a position on the NLATU Board of Directors the individual must:

- 10.1.1 Be a member in good standing, 18 years of age or older; or be a parent or legal guardian of a member under the age of 18 at the time of the AGM/SGM.
- 10.1.2 Be enrolled in, or parent of a member enrolled in a VMD that is not on probation.
- 10.1.3 Have no NLATU or TC fines or sanctions against him / her.
- 10.1.4 Provide a Certificate of Conduct and Vulnerable Sector Check.
- 10.1.5 Endorse a Board of Directors Declaration.
- 10.1.6 Be financially sound and reliable; that is, not an un-discharged bankrupt; has not made any arrangement or composition with creditors; or has not been found guilty by a court of competent jurisdiction of an offense involving fraud.

## 10.2 The Board of Directors shall be comprised of:

- 10.2.1 Four (4) Executive Officers: President, Vice President, Secretary and Treasurer; three (3) Regional Directors: East Coast, West Coast and Labrador; one (1) Director at Large, one (1) past president
- 10.2.2 Eastern Region: That part of the island of Newfoundland East of and including the Municipality of Gander.
- 10.2.3. Western Region: That part of the island of Newfoundland West of and excluding the municipality of Gander.
- 10.2.4 Labrador Region: The Labrador region of the province of Newfoundland and Labrador.
- 10.2.5 Each Regional Director, or their dependent, must reside in as well as be enrolled in a VMD within the area they represent.
- 10.2.6 Director at large or their dependent, must be enrolled in a VMD but can reside in any region.
- 10.2.7 Past President supports the current executive in a non-voting, advisory role.

## 10.3 The Board of Directors may appoint additional members or non-members to the Board who may have a particular expertise. These appointed Board members shall have no voting privileges at any Board meeting.

## 10.4 Should a vacancy occur on the Board, an NLATU member may be appointed by the Board to fill that vacancy until the next Election of the Board, at which time the vacancy shall be filled in the same manner as the Election of the Board.

## 10.5 A Director shall hold only one position on the NLATU Board.

## 10.6 Meetings of the Board shall be held a minimum of four (4) times each year.

## 10.7 A meeting of the Board may be convened at the request of a majority of the Directors.

## 11. **Non-Commercial Interest**

- 11.1 Any individual whose source of family income is derived, in whole or in part, from a Taekwondo related business is not eligible for nomination or election and therefore shall not hold a voting position on the Board of Directors.
- 11.2 No VMD owner / head instructors, employees, directors, shareholders etc., or their immediate family members, shall be eligible for nomination or election and therefore shall not hold any voting position on the Board of Directors.

## **12. Removal of Board of Directors**

- 12.1 The NLATU Board of Directors shall remove any Director who:
  - 12.1.1 Fails to meet his / her obligations as a Board member.
  - 12.1.2 Within 30 days of their due date, does not have his / her membership fees paid or those of his / her dependent under the age of 18, whichever the case.
  - 12.1.3. Breach of Code of Conduct / Discipline Policy
  - 12.1.4 Does not disclose a Conflict of Interest.
  - 12.1.5 Cannot provide a Certificate of Conduct /Vulnerable Sector Check of clear standing
  - 12.1.6 Has become financially unsound and unreliable.
  - 12.1.7 Has attended less than half of the meetings of the board held over any period of at least 3 months.
- 12.2 Due to the inherent responsibility as a trustee of the NLATU, any Director charged with a criminal offense must disclose this to the Board immediately. In all circumstances, the Director must take a leave of absence until the matter is resolved. Failure to disclose criminal charges will result in immediate removal of from the Board of Directors without recourse.

## **13. Board of Directors Voting Procedures**

- 13.1 Only Directors who are in good standing shall be entitled to vote
- 13.2 At all NLATU Board meetings a quorum shall consist of five (5) of eight (8) members
- 13.3 Each Board member shall be entitled to one vote.
- 13.4 The President (chairperson) shall abstain from making motions and will only cast a vote in the case of a tie vote.
- 13.5 No proxies shall be allowed or accepted at any board meeting.
- 13.6 Where there is a conflict of interest, either real or perceived, the Board member must disclose this conflict and abstain from voting on that issue.



- 13.7 Decisions of the Board shall be by a majority of votes cast. Voting shall be a show of hands unless the majority decides upon a secret ballot.
- 13.8 When necessary, the President may conduct a vote of the Board of Directors on any matter by conference call or other electronic means of communication. In such cases, the votes must be recorded and immediately inform the Board of Directors of the result. The Secretary shall include the result in the minutes of next meeting.
- 13.9 If the President is not in attendance for the meeting, the Vice-President shall serve as chairperson for the meeting.

#### **14. Election of Board of Directors**

- 14.1 Election of the Board of Directors will be conducted at the AGM on calendar years ending in 1, 3, 5, 7 or 9.
- 14.2 With each election all positions on the Board of Directors shall be automatically vacated
- 14.3 Board members shall have a term limit of 3 consecutive terms regardless of position served.
- 14.4 Any eligible Director seeking re-election must follow the nomination process as directed in these bylaws.
- 14.5 All nominees for the Board must be nominated and seconded by members of the NLATU who are in good standing, and accompanied by supporting signatures of five additional members of the NLATU who are in good standing (7 signatures in total). All nomination forms that fail to show a clear nominator, second and five additional signatures will be void.
- 14.6 Each nominee shall submit a nomination for one position only. That position must be clearly identified on the nomination form otherwise the nomination is void.
- 14.7 Nominations for election to the Board must be received by the Board or the delegate appointed by the Board no later than fourteen (14) days prior to the AGM.
- 14.8 All late nominations are void.

- 14.9 A nominee shall not make changes to his/her nomination after the nomination deadline.
- 14.10 If a situation arises whereby no nominations are received for a specific Board position, the Board may, in its absolute discretion, extend the nomination period by three (3) days. This period shall apply only to the positions for which no nominations were received. If, after three (3) days, no nominations come forward, the newly elected Board shall appoint eligible person(s) to fill the positions.
- 14.11 All qualified nominations will be distributed to the membership seven days prior to the AGM.
- 14.12 No nominations will be accepted from the floor at any AGM
- 14.13 The newly elected Board of Directors shall take office at the close of the Annual General Meeting.

## **15. Advisory Council**

- 15.1 The Board shall appoint a maximum of five (5) NLATU members to advise on matters relating to the martial art, sport and technical aspects of Taekwondo.
- 15.2 The Advisory Council shall attend Board meetings as requested by the Board.
- 15.3 The Advisory Council may only serve as directed by the Board.
- 15.4 Where there is a conflict of interest, either real or perceived, the Advisory Council member must disclose this conflict to the Board.
- 15.5 The Advisory Council has no voting privileges at any Board meeting.

## **16. Finances**

- 16.1 The financial year shall be from the first day of September to the last day of August (1 September – 31 August) each and every year. A copy of the reviewed financial statements shall be presented by the treasurer at the Annual General Meeting. Financial statements must be reviewed by a certified accountant.
- 16.2 Membership fees payable to the NLATU shall be as prescribed by the Board.

## **17. Constitutional Amendments**

- 17.1 Resolutions for discussion and voting must be submitted in writing to the President no less than twenty-one (21) days prior to the AGM and must be supported by a minimum of ten (10) signatures from the membership. The President will present it to the Board to determine the merit of the resolution. The

proposed amendment will be distributed to the membership fourteen (14) days prior to the meeting and will be placed on the agenda for ratification or rejection.

- 17.2 A resolution to amend the NLATU constitution requires a minimum of two-thirds (66%) of the votes cast by member's present at any AGM / SGM.

## **18. Appointment of Committees**

- 18.1 The Board of Directors shall appoint committees as necessary, and give such committees duties and powers as it sees fit. The direction, purpose and structure of these committees must not be incongruent or inconsistent with existing NLATU policies or procedures.

## **19. Conflict of Interest**

- 19.1 All Board Members or Committee Chairpersons shall disclose any business, commercial or financial interest where such interest might be construed as being in real, potential, apparent or perceived conflict with their duties of the NLATU.
- 19.2 On any particular issue, where there is a conflict of interest, either real or perceived, the Board member or Committee member must disclose this conflict and abstain from discussion and voting on that particular issue.
- 19.3 In any circumstance that is determined to constitute a conflict of interest, the Board Member or Committee Chairperson may be removed from their position or reassigned.

## **20. General Provisions**

- 20.1 The Newfoundland and Labrador Amateur Taekwondo Union Inc. is established for the purposes expressed in this constitution and bylaws. All members agree to abide by these bylaws as well as any rules and policies approved by the duly elected Board of Directors.
- 20.2 In circumstances whereby the bylaws are unclear or where they are silent, the Board of Directors, in their absolute authority, shall have final decision on matters pertaining to the NLATU.

## **21. Indemnities to Directors and Others**

- 21.1 Indemnity - Every Director of the NLATU and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at

all times, be indemnified and saved harmless out of the funds of the NLATU, from and against:

- 21.1.1 All costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, error, omission, matter, or thing whatsoever, made, done, not done, or permitted by him other, in or about the execution of the duties of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his or her own gross negligence; and
  - 21.1.2. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her wilful neglect or default.
- 21.2. Loss of Indemnity. Notwithstanding anything herein to the contrary, the NLATU shall not indemnify or hold harmless any Officer, Director, member or employee for any costs, expenses, charges, loss, damage, or misfortune of any kind whatsoever, if such is incurred in the actual or purported execution of their duties offices for or on or behalf of the NLATU that are caused directly or indirectly by:
- 21.2.1. Fraud, dishonesty or bad faith of any such person; or
  - 21.2.2. Wilful neglect or default of any such person.
- 21.3. Insurance - The NLATU shall, at all times, maintain in force such Directors and Officers liability, and other appropriate insurance, as may be approved by the Board of Directors to cover any potential liability of the NLATU, or its Board, Officers, employees, or others for whom it may be vicariously liable.

## **22. Head Office**

- 22.1 The head office of the NLATU shall be in the province of Newfoundland and Labrador at a location determined by the Board of Directors.

## **23. Parliamentary Procedure**

Unless otherwise stated in this document, the NLATU shall follow the Parliamentary Procedure as outlined in Robert Rules of Order Newly Revised.

## **24. Dissolution**

Should the Newfoundland and Labrador Amateur Taekwondo Union Inc. dissolve, all of its remaining assets, after payment of its debts, must be held in trust by Sport NL and distributed to a successor organization or to one or more qualified charities in the province of Newfoundland and Labrador as decided by the Board of Directors.

This Constitution and Bylaws of the Newfoundland and Labrador Amateur Taekwondo Union Inc. was adopted by unanimous consent of the membership on \_\_\_\_\_.