

Montreal

Wado Ryu Karate (association) School



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Wado-Ryu Karate (association) School

By-Laws

The name of the Society is **Montreal Wado Ryu Karate (association) School**. Hereafter may be referred to as the "Association" or "MWRKS" or "karate school".

The purposes of the Association are:

- a) To teach Wado-Ryu Karate.
- b) To teach healthy living, physical well-being, fitness and exercise.
- c) To promote the principles and teaching of Karate and to work towards the advancement of Karate together with other martial arts groups throughout the World.
- d) To sustain the traditional Karate of the Wado-Ryu style as founded in Japan by Master Hironori Ohtsuka.
- e) To promote the growth of Wado-Ryu Karate.
- g) To provide financial support to participants in Karate competitions.
- h) To purchase, take on lease, hire or otherwise acquire and to hold lands or buildings or any interest therein in the furtherance of such objectives for the members of the Association.
- i) To form a National Headquarters for Wado-Ryu Karate.
- j) To form Branch Member clubs and District Headquarters, under the control of the Headquarters.
- k) To establish rules of conduct for the Association.
- l) To function as a non-profit society.
- m) To join with other Karate organisations in order to benefit the Association and to use their curriculum and technical manuals when appropriate.

By-Laws

1. MEMBERSHIP:

1.1 The membership shall consist of the subscribers and OBJECTS of the By-Laws and of such other individuals and of such societies, organizations and other associations with similar objectives as the Association as are admitted as members by the Board of Directors.

1.2 Qualifications for membership in Montreal Wado Ryu Karate shall be:

1.2.1 The applicant must have a bona fide reason related to Karate or martial arts;

1.2.2 The applicant shall not normally have been convicted of any criminal offence, and be of good moral character;

1.2.3 Any person applying for membership, even though convicted of a criminal Offence, may become a member in good standing if the application is approved by the Board of Directors;

1.2.4 Any member convicted of a criminal offence while a member may remain a Member in good standing with the approval of the Board of Directors.

1.2.5 The applicant will complete such forms as are determined by the Board of Directors and submit the appropriate application forms to the Board of Directors with the appropriate fee, information and documents.

1.3. Types of Membership.

1.3.1 Regular Membership.

Regular members must be over sixteen years old, and hold a belt rank Approved and accepted by the MWRKS, and must be members of a Branch club in good standing. An applicant for regular membership must present, upon request of the Board of Directors, certification of his/her *Bona fide* Qualification and pay the membership fee for one year in advance at the time of his/her Acceptance into the Association. Each regular member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Association, providing that such member has been a regular member for the preceding Nine months. Each applicant for regular membership shall promptly be informed by The Secretary of his/her admission as a regular member. The regular membership will be on a trial basis for the first nine months, provided always that the said trial basis for Nine months may be extended by the Board of Directors in its absolute discretion for six months but no further. The fees will be determined from time to time by the Board of Directors.

1.3.2. Associate membership.

Associate membership shall be persons studying and practicing Karate in a style other than Wado-Ryu, or persons studying Wado-Ryu Karate whom are not eligible for regular membership. Associate members may not vote. An Associate member may be granted regular membership with the approval of the Board of Directors.

The membership will be on a trial basis for the first nine months, provided always that the said trial basis for nine months may be extended by the Board of Directors in its absolute discretion for six months but no further. Associate membership fees will be determined from time to time by the Board of Directors;

1.3.3. Honorary Membership.

Honorary members shall be those persons as may be decided on from time to time by the Board of Directors. Persons eligible for Honorary Membership will be persons who have made major contributions to Karate or to the KARATE SCHOOL. They may or may not be karateka. They may not vote at meetings, but are entitled to notice of meetings of the members of the Association. They are not required to pay membership fees.

1.3.4 Branch Club Membership

a. Branch Club memberships shall be clubs studying and practicing the style of Wado-Ryu Karate approved and accepted by the MWRKS. The fee for club membership will be decided, from time to time, by the Board of Directors. Club Memberships will be known as Branch Clubs.

b. An applicant for Branch Club membership must pay the membership fee or one year in advance at the time of its acceptance into the Association , and the applicant Branch Club membership shall be on a trial basis for nine months from the date of such acceptance before such applicant is made a full club member. The fees for Branch Club membership will be set from time to time by the Board of Directors.

c. The applicant Branch Club's membership may be rejected or the Branch Directors on the following grounds:

i. If the club fails or neglects to abide by the By-Laws herein or any rules or regulations, orders, directives or instructions from time to time promulgated by the Board of directors; or

ii. If the club interferes in the internal affairs of any other club member or applicant club member; or

iii. If the club fails or neglects to abide by the rules of conduct of Karate tournaments as set from time to time by the Board of Directors.

- d. Provided always that the said trial basis for nine months may be extended by the Board of Directors in its absolute discretion for six months but no further;
- e. Such Branch Club memberships shall not be entitled to vote; but may elect a Representative to attend at meetings. Each Branch may elect one representative. Representatives may be members of the Board or elect Members of the Board in a manner determined by the Board from time to time.

Branch Representatives will be elected by the branch clubs at their Annual General Meetings or at a Special General Meeting. Notice of the election will be given to all members of the Branch Club in good standing, at least fourteen days in advance. The Notice of the meeting will include the names of the nominees and the reason for the meeting. Nominations will not be accepted from the floor unless there are no other nominations. The election will be by majority vote. The chairman will have a casting vote.

Each elected branch representative will register with the headquarters. The representative will be a member of the Board of Directors. The term of the representative will be two years unless the representative resigns before the end of the two year term or unless the term is repealed by a special meeting of the Branch.

There will be no more than five Branch representatives on the Board. If the number of Branches exceeds five then the Board will decide how the number will be reduced to five using a democratic process. The democratic process selected by the Board will be ratified, repealed or replaced by appropriate resolutions at the next annual general meeting.

- f. Each Branch Club membership shall be notified promptly by the Secretary of its admission as a member.
- g. Each Branch Club will normally require a minimum of ten members of which one must be a Dan-holder.
- h. At least one member of the Branch Club must normally be a 3-Dan or above as authorized by MWRKS.
- i. No founding member of a new Branch can be a member of another Karate association if in the discretion of the Board of Directors a conflict of interest will be created.
- j. A place of training must be assured.
- k. When applying for membership the Branch Club applies to the National Headquarters of this Society.

l. When applying for membership a prospective Branch Club will enclose a list of all the Karate associations to which the prospective Branch Club members belong.

m. Branch Clubs will each have their own set of by-laws. The by-laws will be consistent with those of the Association. They shall have power to accept applications for membership on behalf of the Association. All members of the Branch clubs shall be or shall apply to become members of the Organization, complete the appropriate forms and pay the appropriate fees.

They will be responsible to the Board of Directors in all matters relating to the running of the Association. They will submit reports as requested by the Association.

1.3.5. Resignation and Expulsion of Members.

a. Any member may resign by putting such resignation in writing, which shall be effective upon receipt by the Board of Directors. The member shall remain liable for payment of all sums levied or owed by him/her prior to the receipt of the resignation.

b. All members are in good standing except a member who has failed to pay the membership fees or any other subscription or debt due and owing by the member to the Association and the member is not in good standing so long as the debt remains unpaid.

c. A member may be expelled by majority vote of the Board of Directors on the following grounds;

i. Non-payment of membership fees;

ii. Any contravention of the rules, regulations, and By-Laws of MWRKS as judged by the Board of Directors;

iii. If any member has been found guilty of a crime or offence involving moral turpitude;

iv. If any member participates in any unnecessary brawl or other form of fighting, or uses Karate other than for self-defence, sport, demonstration or teaching purposes.

1.3.6. Members will be issued a membership card.

1.3.7. Associate Branch Clubs.

a. Associate Branch Club memberships shall be clubs studying and practicing the styles of Karate other than MWRKS approved and accepted by the MWRKS. The fee for club membership will be decided, from time to time, by the Board of Directors. These club memberships will be known as Associate Branch Clubs.

b. An applicant for Associate Branch Club membership must pay the membership fee for one year in advance at the time of its acceptance into the Association, and the applicant Associate Branch Club membership shall be on a trial basis for nine months from the date

of such acceptance before such applicant is made a full Associate branch club member. The fees for Associate Branch Club membership will be set from time to time by the Board of Directors.

c. Associate Branch Clubs shall not elect representatives to the Board.

d. All the other by-laws relating to Branch Clubs shall apply to Associate Branch Clubs.

1.4. Organisation of Clubs. Where this section refers to Branch Clubs it is to include Associate Branch clubs also.

1.4.1 There will be a National Headquarters. The National Headquarters will supervise all MWRKS . The National Headquarters will not be a dojo. All branch clubs will report to the National Headquarters of the Association. The National Headquarters will maintain close communications with other Wado-Ryu organisations in the World.

1.4.2 There will be Branch Member clubs and District Headquarters, under the control of the Headquarters. The Branch Clubs will report to District Headquarters, District headquarters will report to National Headquarters.

1.4.3 Wherever a level of club has not yet been created, the existing club will report to the next available higher level.

1.4.4 The rules of conduct for the Association will apply to all Regional Headquarters and Branch clubs. Any Branch Club or Regional Headquarters that wishes to incorporate will do so in such a manner that is consistent with the goals and regulations of the Association.

1.5. Membership Fees.

Membership fees will be established from time to time by the Board of Directors of this KARATE SCHOOL.

2. A ANNUAL GENERAL MEETINGS; SPECIAL MEETINGS; QUORUM and VOTING RIGHTS:

2.1 The Annual General Meeting (AGM) of the KARATE SCHOOL shall be held at least once in each calendar year and not more than fifteen months after the preceding AGM. The AGM will usually be held in April each year. The meetings of the KARATE SCHOOL will be held at such places in Canada that are designated by the Board of Directors

2.2 At each AGM the following business will be transacted:

- a. Directors' reports.
- b. Financial statement.
- c. Auditors report.
- d. Election of President and Vice-President.
- e. Election of Board of Directors.
- f. Auditors shall be appointed or waived.
- g. Other business.

2.3 A general or special meeting of the KARATE SCHOOL may be called by the Directors for the transaction of such business as may be properly brought before a general or special meeting of the KARATE SCHOOL , provided that not less than 72HOURS notice of the time and place of such meeting shall be given to all members.

2.4 Whenever under the provision of these By-Laws of the Association notice is required to be given, such notice may be given personally or by depositing same in a post office or a public letter box in a post-paid, sealed envelope addressed to the Director, Officer or member at the address of the member as the same appears on the books of the association . A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in the post office or public letter box as aforesaid. For the purpose of sending any notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his/her last address as recorded on the books of the Association. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

2.5 No error or omission in giving notice of any AGM or special meeting or any such adjourned meeting, whether annual or general, of the members of the corporation, shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

2.6 A quorum for the transaction of business at any meeting, including AGM, Special General Meetings, and General meetings, of members shall consist of 10% present in person. THOSE PRESENT + ELIGIBLE TO VOTE.

A quorum for the Board meetings will be 50% members of the Board, one of which must be the President, Vice-President, Secretary or Treasurer.

Each regular member of the KARATE SCHOOL shall, at all general meetings of the KARATE SCHOOL be entitled to one vote. All members voting at meetings of the Association shall have paid all dues, subscriptions, or fees owing and must be in good standing. Proxy voting will not be permitted.

At meetings of the KARATE SCHOOL all questions shall be decided by a simple majority, unless otherwise required by the By-Laws of the Association, or by law. Each question shall at first be decided by a show of hands, unless a poll is demanded by a member. Upon a show of hands, every member having voting rights shall have one vote, and, unless a poll be demanded, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the KARATE SCHOOL shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the Association in a general meeting upon the matter in question. The result will be recorded in the Minutes of the meeting. The chairman shall have a casting vote.

In all elections of the KARATE SCHOOL the voting will be by secret ballot. The chairman will have a casting vote.

2.7 The members at large may demand a special general meeting of the Association by presenting a petition of not less than ten per cent of the members in good standing. They must at the same time present an agenda containing any resolutions or motions to be presented and voted on at such special general meeting, and such resolutions or motions must be written in full and circulated to the members prior to the meeting.

2.8 Mail Ballots. The Board of Directors may choose to poll the members of the Association by means of a mail ballot. When such a ballot is undertaken:

2.8.1 The ballots will be sent to the last known address of each voting member:

2.8.2 The ballot information shall contain enough information for the member to make an informed decision:

2.8.3 The ballot will contain the full proposal and resolution which is to be voted upon.

2.8.4 Mail ballots may be used, except where the Act requires a meeting.

3. D I R E C T O R S and OTHER OFFICERS:

3.1 The affairs of the Association shall be managed by a Board of Directors. There shall be no less than TWO Directors. Shall form a quorum..

3.1.1 At the first AGM of the Association all of the Directors shall retire from office.

3.1.1.1 The applicants for incorporation shall become the first Directors of the corporation whose term of office on the Board of Directors shall continue until their successors are elected. The first Board of Directors will have THREE members.

3.1.2. At the first AGM half the Directors will be elected for a two year term. The other half will be for a one-year term.

3.1.2.1. All Directors will either be:

- a. Elected by the members at the AGM or be
- b. The Branch club representatives to the Board or be
- c. The Chairman of the Technical Committee.

3.1.3 All Directors will retire at the AGM held in the year of the expiration of their term of office, but any retiring Director shall be eligible for re-election.

3.1.4 All subsequent terms of office will be for two years, except when a Director is appointed to fill the balance of a term of a Director who has vacated his/her office.

The term will be till the end of the original two or one year period only. The new Director will be eligible for re-election.

3.1.4.1 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

3.1.5 Nominations for the Board of Directors must be received in writing fourteen days prior to the AGM. Such nominations will indicate that the nominee has agreed to stand for election and will contain the signatures of three members in good standing. Nominations will not normally be accepted at the time of the AGM. If, however, there have been no nominations for a specified position on the Board of Directors, then nominations for such position may be accepted at the time of the AGM. Directors will be individuals and eighteen years of age or more with power under law to contract.

Directors need not be members.

3.2 The Directors of the KARATE SCHOOL may administer the affairs of the KARATE SCHOOL in all things and make or cause to be made for the KARATE SCHOOL in its name, any kind of contract which the Association may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and all such other acts and things as the Association is by its By-Laws or otherwise authorized to exercise and do.

3.2.1. 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 authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

3.2.2 Without in any way derogating from the foregoing, the Directors are expressly empowered, and from time to time, to purchase, lend or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal or any right or interest therein owned by the KARATE SCHOOL upon such consideration and upon such terms and conditions as they may deem advisable.

3.2.3 The Directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the Board of Directors may prescribe.

3.2.4 The Board of Directors shall take such steps as they 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.

3.3 If any member of the Board of Directors shall resign his/her office, or without reasonable excuse absent him/herself from three or more regularly scheduled Directors Meetings during the term of office or be suspended or expelled from the KARATE SCHOOL, the Directors shall declare his/her office vacated and may appoint a successor in his/her place to hold office until the next AGM.

3.4 Directors' Meetings may be held as such times and at such places as the Directors may from time to time determine. A meeting of the Directors may be convened by the President or any two Directors at any time. Notice of such meeting shall be communicated to each Director no less than 72 HOURS, exclusive of the day on which the notice is communicated, but inclusive of the day from which notice is given other than by mail, before the meeting is to take place; provided that meetings of the Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent to the meeting being held in their absence. Notice of any meeting, or any irregularity in any meeting or notice thereof may be waived by any Director. Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director shall have one vote.

3.4.1. Written resolutions may be used in place of meetings where 100 percent of all directors sign.

3.4.2. Where all directors consent, a director may participate in a director's meeting by telephone or by any other communication facilities that permit all persons participating in the meeting to hear each other.

3.5 No member of the Board of Directors shall receive any remuneration from the KARATE SCHOOL for services rendered as a member of the Board of Directors of the KARATE SCHOOL. This does not preclude the reimbursement of expenses. No Director shall directly or indirectly receive any profit from his position as such. Nothing herein contained shall be construed to preclude any Director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall be in effect until repealed by the Board of Directors.

3.6 Every Director of the KARATE SCHOOL shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the KARATE SCHOOL and his/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 KARATE SCHOOL from and against all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any actions, suit or proceeding which are brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her or any other Director or Directors in or about the execution of this duties of his/her or their office, and also from and against all other costs, charges and expenses which s/he sustains or incurs in or about or in relation to the affairs thereof except such costs, charge or expenses as are occasioned by his/her own wilful neglect or default.

3.7 VACATION of OFFICE of DIRECTOR.

The office of a Director, President or Vice-President shall be automatically vacated:

3.7.1 If the members by special resolution remove a Director, President or Vice-President or an Officer before the expiration of his/her term of office. Such resolution must be at special general meeting and be passed by a FIFTY ONE percent majority of members present.

3.7.2 If a Director, President or Vice-President has resigned his office by delivering a written resignation to the corporation;

3.7.3 If he is found by a court to be of unsound mind;

3.7.4 If he becomes bankrupt or suspends payment or compounds with his creditors;

3.7.5 On death; provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.

3.8 The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may determine from time to time.

The Secretary and Treasurer may be combined into one Secretary-Treasurer. A person at any one time may hold more than one office except those of President and Vice-President. Officers need not be members.

The President and Vice-President shall be elected at an annual meeting of members. Officers other than the President and Vice-President of the corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.

3.9 The President, when present, shall preside at all meetings of the members and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operation of the Association. The President shall represent the Association and govern its administration and operations. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President with the Secretary, or the officer appointed by the Board of Directors for the purpose, shall sign all resolutions. During the absence or the inability of the President, his/her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

3.9.1 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

3.10 The Treasurer shall have the custody of the funds and securities of the corporation. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the KARATE SCHOOL in such bank or banks as may from time to time be designated by the Board of Directors.

S/he shall disburse the funds of the KARATE SCHOOL under the direction of the Board of Directors, taking proper vouchers thereof and shall render the Board of Directors at the regular meetings thereof or whenever required of the him/her, an account of all transactions as Treasurer, and of the financial position of the KARATE SCHOOL.

S/he shall also perform such other duties as may from time to time be determined by the Board of Directors.

3.11 The Secretary shall be *ex officio* clerk of the Board of Directors. S/he shall attend all meeting of the Board of Directors and record all facts and minutes of all proceedings in the books kept for the purpose. S/he shall give all notices required to be given to members and to Directors. S/he shall be the custodian of the Seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which s/he shall deliver up only when authorised by a resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution, and s/he shall perform such other duties as may from time to time be determined by the Board of Directors.

3.12 Deeds, transfers, licenses, contracts and engagements on behalf of the KARATE SCHOOL shall be signed by either the President or Vice-President and another Board Member

Contracts in the ordinary course of the KARATE SCHOOL operations may be entered into on behalf of the Association by the President, Vice-President, and Treasurer or by any person authorised by the Board.

The President, Vice-President, the Directors, Secretary or Treasurer, or any of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the KARATE SCHOOL in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the KARATE SCHOOL transfers of shares, bonds or other securities from time to time transferred to the KARATE SCHOOL , and may affix the common seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the common seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in these By-Laws of the KARATE SCHOOL , the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by who, any particular instrument, contract or obligations of the Association may or shall be executed.

3.13 HONORARY PRESIDENT.

To be named later will be a person recommended by the Board who is a senior member of the Karate world, dedicated to Karate and held in high regard by the KARATE SCHOOL. He shall consult with the Board of Directors as necessary. No membership fee is required.

3.14 REGULATIONS.

The Board of Directors will establish regulations regarding the day to day running of the association . These will include but not be limited to:-

- Fees for different members, annual and registration.
- Fees for branch clubs and regional headquarters, annual and registration.
- Fees for apparel, emblems etc.
- Promotion fees.
- Fees from newly titled and qualified members.
- Donations.
- Fees for documents, rules, etc.
- How to advance to next rank
- How often committees meet
- Officials training
- Forms for various procedures, joining, tournaments, grading etc.
- Training curriculum
- Other matters.

3.15 GENDER AND NUMBER AND INTERPRETATION.

Wherever the masculine gender is used herein it shall be construed or imply the feminine gender, and the singular shall be construed to imply the plural, where the context enquires. References to persons shall include firms and corporations.

4. BORROWING:

For the purpose of carrying out the purposes of the Association, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in Particular by the issue of debentures; provided debentures shall not be issued without the Sanction of special resolution of the KARATE SCHOOL, pursuant to section 65 of the Canada Corporations Act. There will be no special voting privileges attached to the holding of Debentures of the Association.

5. AUDITS of ACCOUNTS:

The members shall, at each annual meeting, appoint an auditor to audit the accounts of The corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. HOWEVER AS FROM SUCH TIME, THE BOARD of DIRECTORS WILL HAVE THE RIGHT OF WAIVER.

5.1 A Director, manager, officer, or any employee of the KARATE SCHOOL, and any person who is a partner, employer of any of the aforesaid, or a member of the immediate family of the aforesaid, shall not be capable of being appointed auditor of the KARATE SCHOOL.

5.2 The auditors shall present a report to the members and Directors on the accounts Examined by them and on every balance sheet and statement of income and expenditures laid before the Association at any annual meeting during their tenure of office and the report shall state:

5.2.1 Whether or not they have obtained all the information and explanations they have required; and

5.2.2 Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Association's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Association.

Every auditor of the Association shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Association , and is entitled to require from the Directors and Officers of the Association such information and explanation as may be necessary for the performance of the duties of auditor.

The auditors of the Association are entitled to attend any meeting of members of the Association at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

The rights and duties of an auditor of the Association shall extend back to the date up to which the last audit of the Association's books, accounts and vouchers was made, or, where no audit has been made, to the date on which the Association was incorporated.

6. ALTERATION of BY-LAWS:

The by-laws of the corporation not embodied in the letters patent may be repealed or amended by new by-law enacted by the members, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been subsequently obtained.

The By-Laws of the Association shall not be altered or added to except by a special resolution of the Association. For all purposes of the Association , "special resolution" shall mean a resolution passed by a majority of not less than two-thirds (2/3) of such members entitled to vote who are present in person at a general meeting of which fourteen days notice specifying the intention to propose the resolution as a special resolution has been duly given.

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem

expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

7. P REPARATION and CUSTODY of MINUTES of PROCEEDING:

7.1 The Secretary or some other Officer specially charged by the Board of Directors with that duty shall maintain and have charge of the minute books of the Association and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and Directors. The Secretary or some other Officer specially charged by the Board of Directors with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:

7.1.1 A copy of the By-Laws of the Association and any special resolutions altering or adding to the same;

7.1.2 Copies or originals of all documents, registers and resolutions as required by law;

7.1.3 All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

7.1.4 All revenues and purchases by the Association;

7.1.5 The assets and liabilities of the Association;

7.1.6 All other transactions affecting the financial position of the Association.

7.2 The minutes of the Board of Directors shall not be available to the general membership of the corporation but shall be available to the Board of Directors, each of whom shall receive a copy of the minutes.

8. I INSPECTION of BOOKS and RECORDS of THE ASSOCIATION:

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspection any account or book or document of the Association except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.

9. STANDING and OTHER COMMITTEES:

The board of directors will from time to time set up a STANDING COMMITTEE. There will be several standing committees. These will include Technical Committee, Grading Committee, Instructors Committee and Referees Committee. Other committees can be formed at the discretion of the Board. They will be subcommittees of the Board. All membership and functions of committees will be determined from time to time by the Board.

9.1 Technical committee. This committee will be responsible for the following:-

- a. The promotion of MWRKS.
- b. The distribution of the curriculum of MWRKS.
- c. Giving instruction to instructors on teaching techniques and format of Karate technique.
- d. Certification of instructors. The requirements for instructors will be determined from time to time. It is expected that these requirements will change as the experience of the Association grows.
- e. Regularly reviewing the level of instruction in member clubs and organizations to ensure they meet the required standards.
- f. Renewing from time to time the certification of instructors.
- g. Holding seminars.

9.2 Referees Committee. This committee will be responsible for :-

- a. Holding tournaments.
- b. Certification of referees. The requirements for referees will be determined from time to time. It is expected that these requirements will change as the experience of the association grows.
- c. The holding of seminars and practice sessions for tournament training.

9.3 The chairman of the Technical Committee will be selected by the Board of Directors. It is expected that he/she will be the most experienced karateka with the most knowledge in Karate. The chairman, by virtue of his/her position, will be a member of the Board.

9.4 The chairman of the Referees committee will normally be chosen from among the Board Members.

9.5 The Grading Committee will be a subcommittee of the Board. The requirements for graders will be determined from time to time. It is expected that these requirements will change as the experience of the Association grows.

9.6. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix any remuneration to be paid.

10. OTHER:

10.1 The Association will function as a non-profit society.

10.2 The Association may join with other Karate organisations in order to benefit the Association and to use their curriculum and technical manuals.

10.3 Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Montreal, Quebec.

10.4 Unless otherwise ordered by the Board of Directors the fiscal year end of the Corporation shall be December 31st.

10.5 In the event that the Association be wound up, liquidated or amalgamated, all the assets, property, real or personal, held by the Association shall be transferred to an organization with similar objects that qualifies for exemption pursuant to paragraph 149(1)(f) or (1) of the Income Tax Act.

Appendix 1. Instructors Committee.

Regulations regarding training and certification of instructors of the KARATE SCHOOL. These regulations are determined from time to time by the Board of Directors. These regulations aim at improving and promoting good technique and skill in the members of the KARATE SCHOOL.

They should meet the following requirements. These requirements can be expected to change and become more demanding as the KARATE SCHOOL gains more experience. The Members of the Committee should be capable of Technical Administration and usually meet three of the following requirements:

1. 2-Dan or higher.
2. 20 years or older.
3. Five years training or more.
4. Training as an instructor.
5. Other recognised certification as an instructor.
6. Training as a referee.

All members of the Instructors Committee will be ratified by the Board of Directors.

The chairman will be appointed by the Board of Directors. Appointment is for a two year term. Members may be reappointed.

The committee will be the highest ranking body, next to the Board of Directors, with respect to Instructional aspects of MWRKS. They will interpret instructional material and rule on other areas not covered by the curriculum.

Appendix 2. Referees Committee.

Referee Training and Certification.

Regulations regarding training and certification of referees of the Association. These regulations are determined from time to time by the Board of Directors. These regulations aim at improving and promoting good technique and skill in the members of the Association.

They should meet the following requirements. These requirements can be expected to change and become more demanding as the Association gains more experience. The Members of the Committee should be capable of Technical Administration and usually meet three of the following requirements:

1. 2-Dan or higher.
2. 20 years or older.
3. Five years training or more.
4. Training as an instructor.
5. Other recognised certification as an instructor.
6. Training as a referee.

All members of the Referees Committee will be ratified by the Board of Directors. The chairman will be appointed by the Board of Directors. Appointment is for a two year term. Members may be reappointed. The committee will be the highest ranking body, next to the Board of Directors, with respect to Refereeing aspects of MWRKS. They will interpret instructional matters and rule on other areas not covered by the curriculum.

Appendix 3. Grading Committee.

Regulations regarding training and certification of the Grading Members of the Association.

The Grading Committee will be responsible for setting the standards by which members are graded. The grading of karateka, the examiner qualifications and examination

standards within the association will be guided by the recommendations as set out in the karateka syllabus.

These regulations are determined from time to time by the Board of Directors. These regulations aim at improving and promoting good technique and skill in the members of the Association.

They should meet the following requirements. These requirements can be expected to change and become more demanding as the Association gains more experience. The Members of the Committee should be capable of Technical Administration and usually meet three of the following requirements:

1. 2-Dan or higher.
2. 20 years or older.
3. Five years training or more.
4. Training as an instructor.
5. Other recognised certification as an instructor.
6. Training as a referee.

All members of the Grading Committee will be ratified by the Board of Directors. The chairman will be appointed by the Board of Directors. Appointment is for a two year term. Members may be reappointed. The committee will be the highest ranking body, next to the Board of Directors, with respect to grading aspects of MWRA. They will interpret instructional matters and rule on other areas not covered by the curriculum.

Appendix 4. Regulations of Technical Committee.

These regulations aim at improving and promoting good technique and skill in the members of the Association. These regulations are determined from time to time by the Board of Directors.

They should meet the following requirements. These requirements can be expected to change and become more demanding as the KARATE SCHOOL gains more experience. The Members of the Committee should be capable of Technical Administration and usually meet three of the following requirements:

1. 2-Dan or higher.
2. 20 years or older.
3. Five years training or more.
4. Training as an instructor.
5. Other recognised certification as an instructor.
6. Training as a referee.

All members of the Technical Committee will be ratified by the Board of Directors. The chairman will be appointed by the Board of Directors. Appointment is for a two year term. Members may be reappointed.

The committee will be the highest ranking body, next to the Board of Directors, with respect to technical aspects of MWRKC. They will interpret the technical matters and rule on other areas not covered by the curriculum.

Appendix 5: Grading Guidelines for the KARATE SCHOOL

The grading of karateka, the examiner qualifications and examination standards within the KARATE SCHOOL will be guided by the recommendations as set out in Appendices II and III of the MWRKS

Prerequisite Ranking: 3 rd Dan or higher.