



TAEKWON-DO

NOVA SCOTIA ASSOCIATION

BY LAWS



TABLE OF CONTENTS

NAME	Page 3
HEAD OFFICE	Page 3
OBJECTS	Page 3
FISCAL YEAR	Page 4
MEMBERSHIP	Page 4
BOARD OF DIRECTORS	Page 6
DUTIES OF BOARD OF DIRECTORS	Page 7
POWERS OF THE BOARD OF DIRECTORS	Page 9
SUB-COMMITTEES	Page 10
DUTIES OF SUB-COMMITTEE	Page 11
ANNUAL GENERAL MEETINGS	Page 12
SPECIAL PURPOSE MEETING	Page 13
VOTES	Page 13
TENURE & ELECTIONS	Page 14
QUORUM	Page 15
INDEMINITY	Page 15
VACANCIES	Page 15
AUDIT OF ACCOUNTS	Page 15
AMENDMENTS	Page 15
OTHER REGULATIONS	Page 16
MISCELLANEOUS	Page 16
REVIEW & APPROVAL	Page 16

NAME

The name of the Organization shall be the CTFI Taekwon-Do Nova Scotia Association, hereafter referred to as TNSA.

HEAD OFFICE

1. TNSA's head office will be located with the President of TNSA, in the province of Nova Scotia.
2. TNSA may establish such other offices in Nova Scotia, as determined by the Board of Directors as required.

OBJECTS

1. The mission statement of TNSA is:
 - a. "Nova Scotia Taekwon-Do Association is committed to the promotion and growth of Taekwon-Do"
2. To meet the mission statement, the objectives of TNSA are to:
 - a. Promote and expand the opportunities to practice Taekwon-Do in the Province of Nova Scotia;
 - b. Expand the base of volunteers, coaches, officials and leaders;
 - c. Develop recognition programs which reinforce the principles, values and mission of the International Taekwon-Do Federation, hereafter referred to as the ITF and the Canadian Taekwon-Do Federation International, hereafter referred to as the CTFI;
 - d. Communicate effectively with our memberships;
 - e. Acquire the necessary resources to deliver programs and services;
 - f. Promote awareness and the value of Taekwon-Do to the general public; and
 - g. Influence quality athletic centered training opportunities.
3. The profits and other income of the TNSA shall be applied to the promotion of the objects as set forth;
4. The payment of any dividends or distribution of profits or incomes to or amongst the members of the TNSA is prohibited; and
5. A seal, an impression of which is stamped in the margin of written documents, shall be generated and considered the official seal of the TNSA. The President or the Vice-President in the absence of the President will hold the seal.

FISCAL YEAR

1. The fiscal year for TNSA shall be the period from January 1st to December 31st.

MEMBERSHIP

1. Memberships in TNSA shall be composed of the following categories:

- a. Instructors:

- (1) Active Instructors of the CTFI and ITF shall be in good standing. An Instructor is defined as the following:
 - (a) The owner of a club and holds the rank of 1st Dan or higher;
 - (b) In the circumstance where an Instructor owns multiple sub-locations, the Instructor represents all locations; and
 - (c) In the event the owner of a location is not the rank of 1st Dan or higher, the highest ranked black belt will hold the Instructor position for the location and all sub-locations.
- (2) All active Instructors of the CTFI and ITF in good standing shall be a voting and paying member of the TNSA and shall reside in the province of Nova Scotia.

- b. Members:

- (1) Life members of the CTFI and ITF in good standing, but shall be non-voting, non-paying and shall reside in the province of Nova Scotia;
- (2) A person who has served on the Board of Directors, rendered outstanding service to the TNSA, CTFI and ITF, who helps expedite and propels TNSA in its aims, goals and objectives, can become a patron, advisor or honourable member by vote from the Board of Directors for such a time or times as is deemed expedient. These members are non-voting, non-paying and shall reside in the province of Nova Scotia; and
- (3) Active students of the TNSA, CTFI and ITF clubs based in Nova Scotia who are 19 years of age, but shall be non-voting, non-paying and shall reside in the province of Nova Scotia.

- c. Membership fees:

- (1) Membership fees will be \$50 Cdn and can be amended by a vote of the Board of Directors:
 - (a) An application to amend the membership fees can be made 90 days prior to the start of the fiscal year and will be voted on by the Board of Directors at the Annual General Meeting; and

- (b) Members who fail to pay their membership fees by the last day of January, shall be subject to a 25% penalty of the annual membership fees and enforced by the by the Board of Directors. In such an incident where the member fails to pay the membership fees by the last day of February, the Board of Directors shall suspend the membership until paid in full with the penalty.

d. Membership regulations:

- (1) Any member may withdraw from the TNSA by delivering a written resignation within 30 days of the resignation date. No refund will be provided;
- (2) TNSA shall maintain a Registry of Members that shall include the name, mailing address, email address and telephone number of each member;
- (3) The Board of Directors shall vote on all TNSA locations and sub-locations. The following factors will be considered but not limited to:
 - (a) ensuring appropriate distance between locations;
 - (b) ensuring the population supports the number of schools;
 - (c) reviewing the demographics to ensure average income for the area supports the number of locations requested;
 - (d) availability of locations in the local area; and
 - (e) ethical and financial considerations.

In the event of a conflict of interest in the locations, a Special Purpose Meeting will be held and a vote of the Board of Directors will decide on the approval of the location. Where the conflict of interest is between Board of Director members, those Directors shall not have a vote. In the event of a location opening without approval, the member will have 90 days from the Board of Directors decision to rectify the breach. If the breach is not rectified after 90 days, the member will be suspended immediately from the TNSA until the issue is rectified.

- (4) Every member of TNSA is entitled to attend the Annual General Meetings of TNSA and any member over the age of 19 shall be entitled to hold any position within the TNSA;
- (5) Membership in the TNSA is not transferable and shall cease for the following reasons:
 - (a) the death of the member;
 - (b) by resignation;

- (c) they ceases to qualify for membership in accordance with these By-laws;
 - (d) they are in breach of the Code of Conduct and Ethics Policy;
 - (e) they have been convicted of a criminal offence or in such cases where the Board of Directors have voted that the situation is in conflict with the Code of Conduct and Ethics Policy for the TNSA; or
 - (f) deemed not suitable by vote of the Board of Directors for any unforeseen reason.
- (6) All active students in Nova Scotia are eligible for membership in TNSA provided they uphold the Objects of TNSA, complete the appropriate membership form and pay the annual fee. Failure to perform all three of these requirements will result in the member ceasing to qualify for membership in TNSA;
- (7) Any member may be required to resign by a vote of seventy-five percent (75%) of the voting members present; and
- (8) Any member so expelled, suspended or resigning shall forfeit all rights and claims upon the TNSA and its property and shall make no claim against the TNSA whether for damages or otherwise.

BOARD OF DIRECTORS

1. The Board of Directors shall manage all property and business of the TNSA and the business of TNSA shall be directed by the Board of Directors, which shall be comprised of the following Officers:
 - a. President;
 - b. Vice-President
 - c. Secretary General;
 - d. Tournament Director
 - e. Umpire Director; and
 - f. Treasurer.
2. The President shall have no vote at all meetings of the Board of Directors, except a casting vote in the event of equality of votes;
3. Any active member in good standing of TNSA over the age of 19 is eligible to be a Director or Deputy Director of the TNSA; and

4. During the intervals between meetings, the Board of Directors shall possess and may exercise all powers of the Board of Directors to direct the affairs of the TNSA. They will save and accept only such acts as must be performed by law.

DUTIES OF BOARD OF DIRECTORS

1. The President:
 - a. The President is responsible for but not limited to the following:
 - (1) Chairing the meetings of the Board of Directors and responsible to ensure the Directors carry out the duties of the TNSA;
 - (2) To facilitate the development and maintenance of policy affecting the affairs of the TNSA and represents the TNSA for all functions;
 - (3) Overseeing the general operations of the TNSA;
 - (4) They are an ex officio member of all committees;
 - (5) Working with the members of the Board of Directors and advisors;
 - (6) For strategy, orientation, public relations, communications such as media interviews, web site, press releases, TNSA news and other publications;
and
 - (7) Ensuring the policies of the TNSA are adhered to.
 - b. The President shall have a casting vote at all meetings of the Board of Directors in the event of equality of votes.
2. The Vice President:
 - a. The Vice-President is responsible for but not limited to assisting the President with the President's duties; and
 - b. The Vice-President may perform the duties of the President if the President is unable to perform those duties for any reason.
3. The Secretary-General:
 - a. The Secretary-General is responsible for but not limited to the following:
 - (1) Handling correspondence and enquiries about TNSA;
 - (2) Forwarding correspondence to the appropriate officer or committee and ensuring it is followed-up;
 - (3) Ensuring regular dissemination to members of the Board of Directors and Chairs of Standing Committees of information pertinent to their mandates or of general interest;

- (4) Maintain the agenda, logistics, and minutes of meetings of the Board of Directors and of the General Assembly;
 - (5) Using e-mail or other means to transmit to members of the Board of Directors documents about current files, requesting that they vote or give their opinion and ensuring it is followed-up;
 - (6) Consulting the Board of Directors about actions to be taken in urgent matters;
 - (7) Processes membership applications;
 - (8) Maintaining a filing system, including files on TNSA members;
 - (9) Performing other administrative tasks as required.
 - b. The Secretary-General may perform the duties of the President if the President is unable to perform those duties for any reason.
4. Tournament Director:
- a. In consultation with the President, the Tournament Director is responsible for establishing and monitoring standards for competitions, scheduling competitions, and sanctioning competitions.
5. Umpire Director:
- a. In consultation with the President, the Umpire Director is responsible for establishing standards for judges and for scheduling and conducting umpire's courses on behalf of the TNSA.
6. Treasurer:
- a. The Treasurer is responsible for but not limited to the following:
 - (1) Maintain custody of the funds and securities of the TNSA;
 - (2) Shall maintain accurate accounts of all assets, liabilities, revenues and expenses in a documents belonging to the TNSA;
 - (3) Shall deposit all monies, securities and other valuables in the name and to the credit of the TNSA in a designated account authorized by the Board of Directors;
 - (4) Shall disburse the funds of the TNSA as directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the TNSA; and
 - (5) The President and Treasurer will sign all activity relating to expenditures.

7. The Board of Directors shall represent and uphold the interests of the TNSA to the highest standard; and
8. All Board of Directors shall abide by all policies and procedures established by the TNSA and shall sign an undertaking to do so.

POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall be vested with the authority to direct the affairs of the TNSA;
2. The Board of Directors are hereby authorized:
 - a. To create sub-committees;
 - b. To hire and direct staff and employees as voted on by the Board of Directors;
 - c. To delegate to such Officer(s) or Committees of the TNSA as the Board of Directors may designate all or any of the foregoing powers to such extent and in such manner as the Board of Directors may determine necessary;
 - d. In the event a Director resigns their position, fails to be in good standing, ceases to be a member of the TNSA, the vacancy may be filled for the unexpired portion of the term by a member of the Board of Directors;
 - e. The TNSA may, by Special Purpose Meeting, remove any Director before the expiration of the term and elect another person in replacement. The person so elected shall hold office during the unexpired portion of the term.
3. The Board of Directors may suspend any member, instructor or student of the TNSA;
4. The President or Vice-President/Secretary-General in the absence of the President shall sign all contracts, documents or any instruments that are in writing and require the signature of the TNSA, except where authority lies with the Director. All contracts, documents and instruments in writing so signed shall be binding upon without any further authorization or formality. The seal of TNSA when required may be affixed to contracts, documents and instruments in writing, and signed. The Board of Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the TNSA. All other matters necessary for showing the true state and condition of the TNSA and the accounts shall be kept in such manner as the Board of Directors shall think fit and to the satisfaction of the Auditors. The books of accounts shall be kept at the Head Office of the TNSA and shall be open to the inspection of members of the TNSA;
5. Any act of the Board of Directors, whether in the authority or not, which is sanctioned either expressly or impliedly at a subsequent Annual General Meeting of the TNSA shall be deemed to be an act of the TNSA and may not afterwards be impeached by any member of the TNSA on any grounds whatsoever;
6. The Board of Directors and Sub-Committee members as such shall not receive any stated remuneration for their services;

7. All expenditures must be approved by the Board of Directors prior to the commitment of the funds and will require two signatures, the Treasurer and President or the Vice-President/Secretary-General in the absence of the President; and
8. The meetings of the Board of Directors shall be held four (4) times annually. No business shall be transacted at any meeting of the Board of Directors unless at least 75% of the Board of Directors are present at the commencement of the meeting.

SUB-COMMITTEES

1. The President, Vice-President and Secretary-General may create the following Sub-Committees and appoint Deputy Directors as they deem necessary:
 - a. Code of Conduct and Ethics Committee (2 Board Members (Pres., VP., SG), 2 Non Board Members and 1 Non-partisan);
 - b. Discipline Board (1 Board Member (Pres., VP., SG), 2 Non Board Members and 1 Non-partisan);
 - c. Marketing and Communication Committee (1 Director and 2 Non Board Members);
 - d. High Performance and Sports Development Committee (1 Director and 2 Non Board Members);
 - e. Provincial Training and Standards Committee (Board of Directors and Internationally Qualified Instructors);
 - f. Any other committee as they deem necessary, and in particular, the various provincial committees.
2. Sub-Committees need not be confined to members of the Board of Directors and will be considered Deputy Directors while a member of the Sub-Committee. All Deputy Directors will adhere to all policies of the TNSA;
3. Deputy Directors must meet the following criteria:
 - a. must be in good standing with the TNSA, CTFI and ITF;
 - b. must reside in the Province of Nova Scotia;
 - c. must meet a high standard of professionalism; and
 - d. must not create a conflict of interest.
4. The Deputy Directors are advisors and organizers for the TNSA and have no voting rights in the TNSA. In the circumstances of the Disciplinary Sub-Committee, where the Deputy Directors will have a vote in the decisions and recommendations for the Disciplinary Sub-Committee only;

5. The President of the TNSA shall have the power to remove a Director and Deputy Director from a Sub-Committee or dissolve the Sub-Committee at their absolute discretion without reason; and
6. The Board of Directors must vote on all recommendations from the Sub-Committee's before implementation with the exception of Discipline Sub-Committee.

DUTIES OF SUB-COMMITTEE

1. Code of Conduct and Ethics Committee:
 - a. This Sub-Committee reports to the Board of Directors and shall advise on what is ethical in matters related to the TNSA. This Sub-Committee will advise on the minimum standard of ethical behaviour when the rules either written or implied are absent from the TNSA policies. The Sub-Committee will ensure the members of TNSA are aware of the expectations of appropriate behaviour, consistent with the values of the TNSA, CTFI, ITF and the unwritten rules of martial arts.
2. Discipline Board:
 - a. This Sub-Committee shall handle allegations to the breach of any rules or misconduct by any member of the TNSA. The Sub-Committee has the authority to vote on Disciplinary matters only and implement the decision. They shall have at its disposal any other means of discipline, which it deems just in the circumstances. Members of this Sub-Committee shall be comprised of 2 Board Members consisting of either the President, Vice-President or Secretary-General, 2 Non-Board Members and a 1 Non-Partisan person selected by the President. This Non-Partisan individual will have no affiliation to Taekwon-Do. The Sub-Committee has the authority to interview anyone they deem necessary to make a decision in the best interest of the TNSA. In the event a member of the Board of Directors is involved, they will be removed from the Sub-Committee and will not have a vote. A replacement Board of Directors will be selected to fill the position.
3. Marketing and Communication Committee: TBD
4. High Performance and Sports Development Committee: TBD
5. Provincial Training and Standards Committee:
 - a. This committee shall comprise of the all Board of Directors and Internationally Qualified Instructors and will be responsible for but not limited to:
 - (1) Drawing up a schedule for a provincial training for the year;
 - (2) Drawing up a safe and effective provincial training programs that meets the standard of the CTFI and ITF, is ethical and does not breach the Code of Conduct for TNSA;
 - (3) Organizing training and demonstrations with no less than 3 Internationally Qualified Instructors present from the province;

- (4) Ensuring the competition standards are consistent;
- (5) Ensuring TNSA members are given priority to the events; and
- (6) Ensuring adequate insurance coverage is in place for members of the TNSA.

ANNUAL GENERAL MEETING

1. The Annual General Meeting shall be held each year at a place and date determined by the Board of Directors. In the case of a dispute, the President will make a decision based on the majority of participation;
2. All members shall receive at least 30 days' notice of the Annual General Meeting. The notice shall specify the place, day and hour of the meeting and, in the case of special business, the nature of such business. The notice shall be in writing and sent by email. Any notice sent by email shall be deemed received when sent. The non-receipt of any notice by any member shall not invalidate the proceedings at the Annual General Meeting;
3. The order of business at an Annual General Meeting shall be:
 - a. Presentation of credentials;
 - b. Roll call of voters;
 - c. Minutes of the preceding annual general meeting;
 - d. President's Report;
 - e. Secretary/Treasurer's Report, including consideration of the financial statements and report of the Auditors;
 - f. Director's Reports;
 - g. Committee Reports;
 - h. Appointment of Auditors;
 - i. Amendments to By-laws;
 - j. Amendments to Policies and Procedures;
 - k. Annual Fees;
 - l. Unfinished business;
 - m. Election of Directors and Deputy Directors;
 - n. Applications for new membership;
 - o. New Business;

- p. Next Annual General Meeting.
4. All other business transacted at the Annual General Meeting shall be deemed Special Resolution Business;
 5. No business shall be transacted at any Annual General Meeting unless a quorum of voting members are present at the commencement of such business and such quorum shall consist of a minimum of 75% of the Board of Directors;
 6. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct;
 7. The President of TNSA shall preside as the Chairperson at any General Meeting. If there is no President or if at any meeting they are not present, the Vice-President, shall preside as Chairperson;
 8. The Chairperson shall have no vote at the General Meeting except in the case of an equality of votes. In the case of an equality of votes, they shall have a casting vote;
 9. The Chairperson may, with the consent of the members, adjourn any meeting, but no business shall be transacted after the adjourned meeting, other than the finished business at the meeting prior to the adjournment taking place; and
 10. At any meeting, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the TNSA shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

SPECIAL PURPOSE MEETING

1. Special Purpose Meetings may be called by the President or by the Board of Directors at any time, and shall be called by the Board of Directors if requisitioned in writing by a majority of the Board of Directors;
2. All members shall receive fourteen (14) days' notice of the place, day and hour of the Special Purpose Meeting in the same manner that notice is provided for the Annual General Meeting and such notice shall include the subject of the Special Purpose Meeting; and
3. Only the business set out in the notice of the Special Purpose Meeting shall be dealt with at the meeting.

VOTES

1. Unless a special resolution is required, a simple majority of the voting members present at the General Meeting in favour of a resolution is required to pass a resolution;

2. A special resolution requires the approval of seventy-five percent (75%) of the voting members present at the General Meeting for the resolution to pass;
3. Members of the Board of Directors shall have one (1) vote at all General Meetings and Special Purpose Meetings, except for the President, who shall have a casting vote only in the case of equality of votes;
4. Life members of the TNSA are entitled to attend and speak at the General Meetings, but shall not be entitled to vote;
5. Patron, advisor or honourable members of the TNSA shall be entitled to attend and speak at the General Meetings, but shall not be entitled to vote;
6. Members of the TNSA shall be entitled to attend and speak at the General Meetings, but shall not be entitled to vote;
7. Representatives of the CTFI and ITF shall be entitled to attend and speak at the General Meetings, but shall not be entitled to vote; and
8. The voting procedure applies to Special Purpose Meetings, with the exception of who is present. Only the Board of Directors will be present at the Special Purpose Meetings unless specific invites are provided.

TENURE AND ELECTION

1. Officers shall be elected by a majority vote at the Annual General Meeting, for a two-year term, in accordance with the following schedule:
 - a. in even-numbered years:
 - (1) President;
 - (2) Secretary-General; and
 - (3) Umpire Director.
 - b. in odd-numbered years:
 - (1) Vice President;
 - (2) Tournament Director; and
 - (3) Treasurer
2. In the event that a new President is elected at the Annual General Meeting, the outgoing President shall assume the position of an advisor to the President for a one-year term as long as the old President is in good standing; and
3. Any member may nominate another member to be one of the Directors of the TNSA and such nomination must take place at the Annual General Meeting.

QUORUM

1. At all Board of Directors meetings, a majority of the Directors shall constitute a quorum.

INDEMNITY

1. Every Director or other servant of TNSA shall be indemnified by TNSA against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful or intentional negligence, act or omission.

VACANCIES

1. The position of the Director shall be vacated if:
 - a. They ceases to be a resident of the Province of Nova Scotia;
 - b. They are absent from three (3) meetings of the Board of Directors without special leave of absence from, or reason satisfactory to the Board of Directors;
 - c. if the director is found to be mentally incompetent or become of unsound mind;
 - d. they are in breach of the Code of Conduct;
 - e. if the Director becomes bankrupt;
 - f. if the Director is convicted of criminal offense or in such cases where the Board of Directors have voted that the situation is in conflict of the Code of Conduct and Ethics Policy for the TNSA;
 - g. upon death;
 - h. they ceases to qualify for membership in accordance with these By-laws; or
 - i. deemed not suitable by vote of the Board of Directors for any unforeseen reasons.

AUDIT OF ACCOUNTS

1. The Board of Directors shall audit the accounts of the TNSA annually. A licensed Public Accountant shall review the accounts prior to transfer to a new Treasurer;
2. At the Annual General Meeting, the Treasurer Director shall provide a written report to the members as to the financial position of TNSA and the report shall contain a balance sheet and operating accounts.

AMENDMENTS

1. All proposed amendments to these By-Laws must be received by TNSA in writing not less than sixty (60) days prior to a General Meeting;

2. Copies of proposed amendments to the By-Laws shall be sent to the members not less than thirty (30) days prior to the General Meeting at which they are to be considered;
3. Amendments must be passed by special resolution at the General Meeting;
4. No by-law or amendment to a by-law shall take effect until voted on by the Board of Directors.

OTHER REGULATIONS

1. TNSA may make such Policies and Procedures as may be deemed necessary to promote, develop and govern the practice of Taekwon-Do in Nova Scotia;
2. TNSA may make such other regulatory measures, as it deems necessary for the efficient administration of Taekwon-Do in the Province of Nova Scotia;
3. The Policies and Procedures shall be presented to the membership at the general meetings.

MISCELLANEOUS

1. Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of TNSA and the Board of Directors, shall be the responsibility of the Secretary; and
2. The books and records of TNSA shall be retained at the Head Office and may be inspected by any member upon reasonable notice.

REVIEW AND APPROVAL

1. This policy will be reviewed annually on the date of first approval.
2. This Policy was approved by the TNSA on the ___ day of _____, 20__.