

CONSTITUTION
&
BYLAWS

New Westminster Judo Club
MISSION STATEMENT

Established in 1959, our mission has been to share the values of Judo with New Westminster while offering a safe and enjoyable environment. We strive to engage youth and adults in the principles of mutual welfare, respect, discipline, and community.

New Westminster Judo Club
CONSTITUTION

1. The name of the Society is the “New Westminster Judo Club”

2. The purposes of the Society are:
   a. To provide and promote the sport and values of Judo within the city of New Westminster, British Columbia.
   b. To provide Judo on a recreational foundation for youth and adults, with competitive training being a secondary complement.

3. The Society promotes the following core values of Jita Kyoei, or “Mutual Welfare and Benefit”:
   a. Safety – The safety of our members is paramount. We are committed to ensuring all members actively provide a secure and supportive atmosphere of learning Judo for all.
   b. Inclusivity, respect and cooperation – The Society is committed to fostering an environment that is inclusive and diverse. The Society welcomes everyone regardless of age, race, color, ethnic origin, gender identity, sexual orientation, religion, socioeconomic status, language and physical ability.
   c. Recreational Excellence – The Society strives to offer high-quality recreational Judo that promotes physical fitness, mental well-being and enjoyment.
   d. Competitive Spirit – The Society encourages our members to pursue their competitive goals with dedication and sportsmanship, fostering a love for the sport at all levels.

4. The Society will maintain affiliations and adhere to the code of conduct established by the provincial (JudoBC) and national (Judo Canada) governing bodies of Judo.

5. There is a distinction between the areas of focus that the Board and Coaches operate:
   a. The intention and purpose of the Board is to facilitate the operations of the club, uphold and ensure its long-term survival.
   b. The intention and purpose of the Coaches is to focus on the teaching of Judo and how best to train members.

6. The promotion of Mudansha members and approval of Yudansha to apply for Dan grading is decided by the majority of the coaches responsible for their respective classes.

Bylaws of
NEW WESTMINSTER JUDO CLUB (the "Society")

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Accountant" means an individual, partnership, or corporation that is duly licensed as a Chartered Professional Accountant (CPA), appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society, in accordance with the Act;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"In Writing" means including both hard copy and electronic communication in a form determined appropriate by the Board.

"Key Volunteer" means a position appointed by the Board to sit on committees a/or perform certain duties on behalf of the Board;

"Officer" means an individual elected or appointed to serve as an Officer of the Society pursuant to these Bylaws.

"Proxy" means a person who acts on behalf of someone else.

"Sensei" means a teacher or instructor that is registered and certified as an instructor with the coaching association of Canada (NCCP), has passed a criminal record check (CRC), and is approved by the Board.

"Shodan" refers to the first-degree black belt rank, marking the beginning of the black belt or "Dan" grades.

"Mudansha" refers to a person who holds a Kyu (color belt) grade, typically a beginner or intermediate student.

"Yudansha" refers to a person who holds a minimum black belt rank of Shodan and has progressed beyond the Kyu (color belt) grades.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Categories of membership

2.2 The Society has the following categories of Members:

1. Voting Membership:
    a. Participant (Majority) Member – Any participant who is 19 years old or older who is an athlete, coach, official, or administrator and who is registered directly with the Society.

2. Non-voting Membership:
    a. Youth Participant Member – Any participant who is under the age of 18 years old who is an athlete and who is registered directly with the Society.

    b. Honorary Member – an individual who has made an extraordinary contribution to the Society and appointed for life by special resolution.

    c. Associate Member – Up to a maximum of thirty (30) individuals who have applied to be a Member of the Society in a form specified by the Board (or designate) and who have been approved as a Member by the Board (or designate).

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws. Youth Participant Members must have a parent or guardian agree to abide by the Society's By-laws on behalf of the Youth Participant Member.

Amount of membership dues

2.4 The amount of the annual membership dues, if any, must be determined by the Board.

Authority of Members

2.5 The Voting Members of the Society will have the right to vote:

a) To appoint an accountant;

b) To amend the By-laws;

c) To elect Directors; and

d) As provided in the Act and in these By-laws.

Member not in good standing

2.6 A member is not in good standing if:

a) the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

b) Has not completed all documents as required by the Society.

c) Is subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has not fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

d) Has not complied with the By-laws, policies and rules of the Society.

Member not in good standing may not vote

2.7 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.8 A person's membership in the Society is terminated immediately upon:

a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
c) Is found by a court to be guilty of an offense or other disreputable behavior at the discretion of the board;
d) Resignation by the Member by giving written notice to the Society;
e) Dissolution of the Society;
f) The Member's death.

Privileges of membership in good standing

2.9 Members in good standing may be entitled to the following privileges:

a) Participant (Majority) Member:
    i. To attend, participate, and vote at meetings of the Members;
    ii. To participate in the Society's activities; and
    iii. To participate in other events associated with the Society.
b) Youth Participant Member:
    i. The parent or guardian may attend meetings of the Members;
    ii. To participate in the Society's activities; and
    iii. To participate in other events associated with the Society.
c) Honorary Member:
    i. To attend and participate at meetings of the Members;

ii. To participate in the Society's activities; and
iii. To participate in other events associated with the Society.

d) Associate Member:
i. To attend and participate at meetings of the Members;
ii. To participate in the Society's activities; and
iii. To participate in other events associated with the Society.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A minimum of 1 general meeting must be held at the time and, if applicable, place the Board determines within one calendar year.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or accountant;

(d) election or appointment of directors;

(e) appointment of an accountant, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and , if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting,

(i) receive the directors' report on the financial statements of the Society for the previous financial year, and the accountant's report, if any, on those statements,

(ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii) elect or appoint directors, and

(iv) appoint an accountant, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Duration of term for directors

4.5 A director will serve terms of 2 years, to a maximum of 3 consecutive terms, and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. A Director, having served three 3 consecutive terms, is again eligible to serve on the Board if they have spent at least 1 year out of office.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 10 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they deem fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

(a) president;

(b) vice-president;

(c) secretary;

(d) treasurer;

(e) and head sensei.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a) receiving and banking monies collected from the members or other sources;

(b) keeping accounting records in respect of the Society's financial transactions;

(c) preparing the Society's financial statements;

(d) making the Society's filings respecting taxes.

Role of head sensei

6.8 The head sensei will be responsible for the technical and ethical coaching direction of the society, including assignment, advocacy of Senseis and delegation of coaching operations.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, except for reimbursement of expenses as approved by the Board.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the president, together with one other director,

(b) if the president is unable to provide a signature, by the vice-president together with one other director,

(c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.