CONSTITUTION & BY-LAWS

Revised: Jun. 14, 2015
Revised: September 27, 2020
Revised: June 22, 2025

CONSTITUTION

1. The name of the Corporation is Taekwondo Manitoba 2009 Inc. ("**Taekwondo Manitoba**").

2. The Objectives of the Corporation are to:
   a) serve as the official Provincial Organization for the amateur sport of Taekwondo in the Province of Manitoba;
   b) promote, foster and develop the amateur sport of Taekwondo in the Province by assisting in and supporting the development of athletes, coaches, referees and officials;
   c) provide leadership in the development of Taekwondo both provincially and nationally;
   d) cooperate with and assist all levels of government so that the best interests of Taekwondo are maintained and served;
   e) aid and advise its members in the establishment of policies for the development of Taekwondo;
   f) support Taekwondo clubs in their efforts to preserve Taekwondo's heritage and the traditional aspects of the art of Taekwondo; and
   g) establish and maintain liaison and cooperation with the members of the Corporation.

3. The Mission of the Corporation is to serve its members best interests and to promote and develop the amateur sport of Taekwondo in the Province of Manitoba.

BY-LAW NO. 1

BE IT ENACTED AND IT IS HEREBY ENACTED AS A BY-LAW OF TAEKWONDO MANITOBA 2009 INC. as follows:

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Taekwondo Manitoba 2009 Inc., a corporation without share capital incorporated under *The Corporations Act* (Manitoba) and referred to as the "**Corporation**" in these By-laws.

1.2 Definitions - The following terms have these meanings in these By-laws:

a) *Act*: means *The Corporations Act* (Manitoba) as amended from time to time;
b) *Articles*: means the Corporation's Articles of Incorporation filed with the Companies Office of Manitoba;
c) *Auditor*: means an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting. The auditor will not be an employee, Officer or a Director;
d) *Board*: means the Board of Directors of the Corporation;
e) *Constitution*: means the statement comprising the Corporation's mission and objectives;
f) *Corporation* or *Taekwondo Manitoba*: means Taekwondo Manitoba 2009 Inc.;
g) *day(s)*: means a calendar day;
h) *Director*: means an individual elected or appointed to serve on the Board pursuant to these By-laws;
i) *Member*: means all categories of membership pursuant to **Section 2.1**;
j) *Officer*: means an individual elected or appointed to serve as an officer of the Corporation pursuant to these By-laws;
k) *Ordinary Resolution*: means a resolution passed by a majority of the votes cast on that resolution;
l) *Special Resolution*: means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution or signed by all the voting members entitled to vote;
m) *TC*: means Taekwondo Canada; and
n) *WT*: means World Taekwondo.

1.3 Registered Office – The registered office of the Corporation will be located at an address in Manitoba as specified in the Articles.

1.4 Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Corporation has three (3) categories of membership:

a) Regular Members - Individual member who is a participant, coach, official, or administrator, has been a resident of Manitoba for a minimum of three (3) months and is a member of a Club Member registered under **subsection 2.1(c)**. Regular Members can either be:
   i. Recreational Members – These are Members who participate in the sport of Taekwondo at a recreational level and may compete in local tournaments or are the parent or guardian of an individual who participates in the sport of Taekwondo in any capacity. This group would include athletes, coaches and referees with provincial certification, as well as any individuals who are patrons of a Club Member; or
   ii. Competitive Members – These are Members who are athletes on (or trying out for) Team Manitoba, referees who have a national or international license and coaches who have national coaching certification.

b) Honorary Member - Any individual with intimate knowledge or interest in sport or related area of expertise who has a desire to act in the best interests of the Corporation and is nominated by a Regular Member and approved by Ordinary Resolution.

c) Club Member - Any Taekwondo club ("**Club**") that meets the following criteria:
   i. the Club must be registered with The Manitoba Companies Office or Corporations Canada and extra-provincially registered with The Manitoba Companies Office, including, but not limited to, as a business name, corporation or partnership;
   ii. provide proof of insurance and maintain insurance coverage satisfactory to the Corporation;
   iii. register all instructors with the Corporation as Members; and
   iv. the Club must be registered by a Regular Member in Good Standing, as per **Sections 2.3** and **2.16**. A branch of a Club must be registered as a Club Member and may use the parent Club's registration with the Manitoba Companies Office, if applicable.

   For clarity: (i) any Club that is not a Club Member may not advertise or represent themselves as sanctioned or recognized by Taekwondo Manitoba in any form; and (ii) all Club Members are responsible for registering all Regular Members who are patrons of their Club as Members of the Corporation, provided however, if a patron is subject to a free-trial at the Club, this registration obligation does not apply to the free-trial period.

Each Regular Member, Honorary Member and Club Member is considered to be a "**Member**".

2.2 Mandatory Membership – The following individuals must register to be a Member:

a) any individual who wishes to register to be a member with TC in the Province of Manitoba, as they must be registered with the Corporation as a Member and associated with a Club Member, first;
b) any competitive athlete who requires a Global Athlete License for Taekwondo in the Province of Manitoba (which is applied for through TC and administered through the WT);
c) any individual who is a candidate for a black belt in Taekwondo in the Province of Manitoba, must be a Member and a registered member of TC, before they challenge the black belt;
d) any individual who has a black belt in Taekwondo and has a certificate from the Kukkiwon and is actively practicing Taekwondo;
e) any individual who wishes to teach Taekwondo in the Province of Manitoba; and
f) any club, school or organizing offering Taekwondo programming to the public within the Province of Manitoba that wishes to be included in official listings, events, grants, certifications or communications from the Corporation must registered as a Club Member. Such recognition shall only be granted by the Corporation upon the completion of the membership requirements outlined in **Section 2.1(c)**.

For greater certainty, all black belts in Manitoba must obtain a certificate from the Kukkiwon to be considered a "black belt" by the Corporation.

2.3 All classes of Members must abide by the Corporation's By-laws, policies, procedures, rules and regulations, as amended from time to time, or, if the Member is under the age of eighteen (18), have a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations on behalf of the Member.

Authority of Members

2.4 Membership Authority – The Members of the Corporation will have the following powers exercised through Club Members:

a) to appoint the Auditor;
b) to amend the By-laws;
c) to elect Directors; and
d) as provided in the Act and in these By-laws.

Admission of Members

2.5 Admission of Members - Any Member candidate will be admitted as a Member or renewed as a Member if the candidate:

a) has made an application for membership in a manner prescribed by the Corporation;
b) has met the requirements under one of the three categories provided in **Section 2.1**;
c) in the case of a renewal of membership, was previously a Member in good standing, at the time of ceasing to be a Member;
d) has paid dues to the Corporation, as prescribed by the Board; and
e) agrees to uphold and comply with the Corporation's governing documents .

Membership Dues

2.6 Year - Unless otherwise determined by the Board, the membership year of the Corporation will be April 1st – March 31st.

2.7 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

2.8 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

Withdrawal, Suspension and Termination of Membership

2.9 Transfer – Membership in the Corporation is non-transferable.

2.10 Suspension

a) A Member may be suspended, in the sole discretion of the Board, in any of the following instances:
    1 during an investigation by the Corporation, TC, Kukkiwon, Sport Manitoba or WT into the Member's behaviour;
    2 pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline; or
    3 upon notification from TC, Kukkiwon, Sport Manitoba or WT of a Member's suspension; or
b) a Member may be suspended by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.11 Rights While Suspended- While suspended (in accordance with **Section 2.10**), all of the suspended Member's rights shall be suspended (including, but not limited to, the right to vote or be a Club Member Delegate), however, all membership responsibilities remain. In the event that a Club Member Delegate is suspended, the suspended Club Member Delegate may work with their associated Club Member to find a new Club Member Delegate.

2.12 Termination – Membership in the Corporation will terminate immediately upon:
a) the expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
b) the Member's failure to maintain any of the qualifications or conditions of membership described in **Section 2.1**;
c) resignation by the Member by giving written notice to the Corporation;
d) dissolution of the Corporation;
e) a decision made by a panel in accordance with the Corporation's applicable discipline policies;
f) the Member's death or dissolution, as the case may be; or
g) by Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of

membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.13 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation, including suspension.

2.14 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any fees, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

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

Good Standing

2.16 Definition – A Member will be in good standing provided that the Member:

a) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
b) has completed and remitted all documents as required by the Corporation;
c) has complied with the By-laws, policies and rules of the Corporation, TC, Kukkiwon and WT;
d) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
e) has paid all required membership fees or debts to the Corporation.

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

ARTICLE III: MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Manitoba. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the Annual Meeting and not more than fifty (50) days, with a copy of the approved financial statements, auditor's report or review engagement report.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the Board or upon the written requisition of five (5%) percent or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act, or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is

deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (expect consideration of the financial statements, auditor's report, election of Directors, and re-appointment of the incumbent auditor) is deemed to be special business.

3.8 Proposal – Any Club Member may raise special business at a meeting of the Members, in the form of a proposal, for the nomination of Directors, amendment of By-laws, or for general discussion, provided the proposal contains the name and address of the member, a statement of less than 200 words in support of the proposal, and is submitted to the Corporation at least ninety (90) days prior to the anniversary date of the previous Annual Meeting.

3.9 Proposal Rejection – The Corporation is not required to comply with a Member proposal if it has been submitted less than ninety (90) days prior to the anniversary date of the previous Annual Meeting, if it is clearly for the Member's personal gain or for redressing a personal grievance against the Corporation or its Directors, or if a substantially similar proposal was submitted within the previous two (2) years as of the date of the proposal.

3.10 Agenda – The agenda for the Annual General Meeting will include, but is not limited to:

a) Call to Order;
b) Establishment of Quorum;
c) Appointment of Scrutineers;
d) Approval of the Agenda;
e) Adoption of Minutes of the previous Annual Meeting;
f) Presentation and approval of reports;
g) Report of Auditors;
h) Appointment of Auditors;
i) Presentation of Budget;
j) Approval of membership dues and related fees;
k) Business as specified in the meeting notice;
l) Election of new Directors; and

m) Adjournment.

3.11 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 Quorum – 7 Club Members excluding proxy votes, will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.13 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.14 Attendance – The only persons entitled to attend a meeting of the Members are Regular Members, Honorary Members, Club Member Delegates, the Directors, the auditors of the Corporation, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.15 Voting Privileges - Members will have the following voting rights at all meetings of Members:

a) Regular Members do not have a vote;
b) Honorary Members do not have a vote; and
c) Club Members are entitled to appoint 1 (one) Club Member Delegate for every fifteen (15) Regular Members registered with that Club Member, provided however that:

    a. a Club Member Delegate may only represent one (1) Club Member and may not represent multiple Club Members; and

    b. a Club Member may grant a Club Member Delegate more than 1 (one) of their votes.

3.16 Voting Powers – Each voting Member votes on every issue.

3.17 Delegates – Club Members will appoint, in writing (inclusive of electronic notice), to the Corporation, the name of the Delegate(s) to represent the Club Member at least seven (7) days prior to the meeting of Members (each a "**Club Member Delegate**"). Club Member Delegates must be at least eighteen (18) years of age, of sound mind, be acting as the Club Member's representative and be a Regular Member in Good Standing with the Corporation. A Club Member may grant a Club Member Delegate more than 1 (one) of their votes.

3.18 Proxy Voting - Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder must be a Regular Member. A proxy must:

a) be signed by the Member;
b) be in a form that complies with the Act; and
c) be submitted to the Corporation at least forty-eight hours prior to the meeting of the Members

3.19 Determination of Votes - Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes - Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors - The Board will consist of a minimum of five (5) to a maximum of nine (9) Directors.

4.2 Composition of the Board - The Board of Directors will consist of the following:
a) President;
b) Vice-President;
c) Secretary;
d) Treasurer;
e) Athlete Liaison (who must be an athlete who is registered as a Regular Member, who is actively participating in the sport of Taekwondo and holds a black belt in Taekwondo); and
f) up to four (4) Directors-at-Large.

4.3 Directors-at-Large – Elected Directors-at-Large may be selected by the remaining Directors, to lead specific portfolios related to the operations of the Corporation (e.g., League Director, Communications Director, Discipline Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

Eligibility of Directors

4.4 Eligibility –To be eligible for election as a Director, an individual must:
a) be at least eighteen (18) years of age;
b) have the power under law to contract;
c) have not been declared incapable by a court in Canada or in another country; and
d) not have the status of bankrupt.

Election of Directors

4.5 Nominating Committee – The Board will appoint a Nominations Committee. The Nominating Committee will be responsible for soliciting and receiving nominations for the election of the Directors.

4.6 Nomination - Any nomination of an individual for election as a Director will:
a) include the written consent of the nominee by wet-ink or electronic signature;
b) comply with the procedures established by the Nominations Committee; and

c) be submitted to the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.7 Nominations from the Floor – An individual will be permitted to be nominated from the floor for elections as a Director at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual. Nominations from the Floor are not required to provide a Qualifications Summary as outlined in **Section 4.8**.

4.8 Qualification Summary – Individuals accepting a nomination as a Director will submit a nomination form (as provided by the Corporation from time to time), which shall include a summary of qualifications ("**Qualification Summary**") to the Nominating Committee no later than seven (7) days prior to the Annual General Meeting. Failure of the nominee to submit a Qualification Summary within the required time will result in the nominee deemed ineligible.

4.9 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

4.10 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.11 Election – The election of Directors will take place at each Annual Meeting as follows:
a) the President, Secretary, Athlete Liaison and up to two (2) Directors at Large will be elected by the membership at the Annual General Meeting held in odd numbered years; and
b) the Vice-President, Treasurer and up to two (2) Directors at Large will be elected by the membership at the Annual General Meeting held in even numbered years.

4.12 Elections for non-Director-at-Large Directors – Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:
a) one valid nomination – the sole nominee will be elected by Ordinary Resolution;
b) two or more valid nominations - the nominee(s) who receive the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie when there is only one position available, there will be continuous additional votes until there is no longer a tie.

4.13 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:
a) Equal number of Nominations and Available Positions – the winners will be elected by Ordinary Resolution; and
b) More Nominations than Available Positions – the nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. In the case of a tie where there are multiple positions available and there are more nominees than positions available, the nominee receiving the fewest votes will be removed from contention and a second vote will be conducted (for clarity, if there are 2 positions available and 4 nominees and there is a tie for the most votes across 3 nominees, the nominee with the fewest votes will be removed from contention, and there will be a re-vote with the remaining 3 nominees). If there continues to be a tie and more

nominees than positions, the nominee receiving the fewest votes will be removed from contention until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.14 Terms - Directors will serve terms of two (2) years, to a maximum of four (4) 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.

Appointed Directors

4.15 Appointed Directors – Except when filling a vacancy on the Board for the remainder of a Director's term or when the Director is ex-officio (non-voting), Directors may not be appointed.

Resignation and Removal of Directors

4.16 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.17 Vacate Office - The office of any Director will be vacated automatically if:

a) the Director becomes no longer eligible to be a Director; or
b) the Director becomes bankrupt;
c) the Director fails to attend three (3) consecutive meetings of the Board, without satisfactory explanation that is accepted by the remaining Directors;
d) the Director is convicted of a criminal offence; or
e) upon the Director's death.

4.18 Removal – A Director may be removed by Special Resolution of the Members present at Meeting of the Members, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.19 Vacancy - Where the position of a Director at Large becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the previous Director's term.

Meetings of the Board

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

4.21 Chair - The President will be the chair of all meetings of the Board unless otherwise designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will chair the meeting.

4.22 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.23 Number of Meetings – The Board will hold at least four (4) meetings per each of the Corporation's fiscal years. One meeting will be scheduled to occur in conjunction with the Annual General Meeting.

4.24 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.25 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.26 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.

4.27 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.28 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.29 Meetings by Telephone or via electronic platforms - A meeting of the Board can be held by telephone conference call or by other electronic means. Directors who participate in a meeting by telephone or by other electronic means are considered to have attended the meeting.

Duties of Directors

4.30 Standard of Care – Every Director will:

a) act honestly and in good faith with a view to the best interests of the Corporation; and
b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.31 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.32 Empowered – The Board is empowered, including but not limited to:

a) make, revise and implement policies, procedures and regulations, and otherwise manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
b) make, revise and implement policies, procedures and regulations relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies, procedures and regulations;

c) make, revise and implement policies, procedures and regulations relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies, procedures and regulations;
d) employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
e) determine registration procedures, membership fees, and other registration requirements;
f) enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
g) make expenditures for the purpose of furthering the objects and purposes of the Corporation;
h) invest funds for the purpose of furthering the objects and purposes of the Corporation;
i) manage the Corporation's assets and resource expenditures for the purpose of furthering the objects and purposes of the Corporation;
j) in accordance with By-law No. 2, borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
k) perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary and Treasurer.

5.2 Duties - The duties of Officers are as follows:

a) President – Attend all meetings of the Board; as Chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board;

b) Vice-President – Attend all meetings of the Board, and in the absence of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board;

c) Treasurer – will:
   i. attend all meetings of the Board;
   ii. keep proper accounting records as required by the Act;
   iii. cause to be deposited all monies received by the Corporation in the Corporation's bank account;
   iv. supervise the management and the disbursement of funds of the Corporation;
   v. when required, provide the Board with an account of financial transactions and the financial position of the Corporation;
   vi. prepare annual budgets;
   vii. provide the Board a monthly financial report of the Corporation; and
   viii. perform such other duties as may from time to time be established by the Board;

d) Secretary - Attend all meetings of the Board, will be responsible for the documentation of all amendments to the Corporation's Constitution and By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings of Members, Board and Committees of the Corporation and will perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties –At the discretion of an Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

5.4 Removal – An Officer may be removed by Special Resolution at a meeting of the Board or of the Members, provided that the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, such Officer's position as a Director will automatically be terminated.

5.5 Vacancy - Where the position of an Officer becomes vacant for whatever reason, the Board will appoint another Director to fill the vacancy until the end of the term.

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

ARTICLE VI COMMITTEES

Executive Committee

6.1 Executive Committee - The Executive Committee will be comprised of the Officers.

6.2 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

6.3 Number of Meetings – The Executive Committee will hold at least six (6) meetings per each of the Corporation's fiscal years.

6.4 Quorum - Quorum at meetings of the Executive Committee shall be 3 (three) Officers.

6.5 Voting – Each Executive Committee member is entitled to one (1) vote. Voting will be by a show of hands in the case of an in-person meeting, orally in the case of a teleconference, or electronically in the case of e-mail voting, unless any Executive Committee Member present requests a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President of the Corporation is entitled to a second vote upon a tie.

6.6 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Executive Committee.

Other Committees

6.7 Standing Committees – The standing committee(s) of the Corporation will be:
a) the Executive Committee; and
b) any other standing committee as established by the Board from time to time. The Board may appoint their members, prescribe the duties, and delegate to any Standing

Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or these By-laws.

6.8 Appointment of Ad-Hoc Committees - The Board may appoint such ad-hoc committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these By-laws.

6.9 Committee Members - Except for the Executive Committee, any individual may be appointed to any committee by the Board, and once appointed will be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.

6.10 Quorum - A quorum for any committee will be the majority of its voting members.

6.11 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

6.12 Vacancy - When a vacancy occurs on any Committee, with the exception of the Executive Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.13 President Ex-officio – With the exception of the Executive Committee, of which the President is a voting member, the President will be an ex-officio (non-voting) member of all Committees of the Corporation.

6.14 Removal - The Board may remove any member of any Committee.

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

ARTICLE VII: FINANCE AND MANAGEMENT

7.1 Fiscal Year – The fiscal year of the Corporation will be April 1st to March 31st, or such other period as the Board may determine from time to time.

7.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may designate from time to time.

7.3 Auditors - At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under *The Chartered Professional Accountants Act* (Manitoba), as amended.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of the Treasurer and any other Director) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual

Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

a) the financial statements;
b) the auditor's report; and
c) any further information respecting the financial position of the Corporation.

7.5 Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

a) the Articles and By-laws;
b) the minutes of meetings of the Members and of any committee of Members;
c) the resolutions of the Members and of any committee of Members;
d) the minutes of meetings of the Directors or any committee of Directors;
e) the resolutions of the Directors and of any committee of Directors;
f) a register of Directors;
g) a register of Officers;
h) a register of all Members; and
i) account records which are sufficient to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board resolutions are confidential and may only be open for inspection by Members in good standing by a written request to the Board, provided however, that in the event that such minutes or resolutions contain confidential or sensitive information (as determined in the sole discretion of the Board), the Board may, in its sole discretion, redact information or deny a request for such minutes or resolution.

7.7 Signing Authority – All written agreements and financial transactions entered into in the name of the Corporation will be signed by two Officers being any two (2) of the President, Vice-President, Secretary, Treasurer or Director-at-Large.

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

7.9 Expenditures Over Ten Thousand Dollars – Expenditures over ten thousand dollars ($10,000) will be decided by the Board by Ordinary Resolution at a Board meeting.

7.10 Annual Budget – The President and the Treasurer will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.

7.11 Borrowing - The Corporation may only borrow funds in accordance with By-law No. 2.

Remuneration

7.12 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses, which expenses must be approved by the Board in writing, in advance of the expense. This **Section 7.12** does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase, provided however

that such Contractor or terms of purchase are approved in advance by the Board in writing. Any Director or member of a Committee will disclose in advance the potential conflict to the Board in accordance with these By-laws.

Conflict of Interest

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

ARTICLE VIII: AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by an affirmative Special Resolution vote of the Members present at a meeting duly called to amend, revise or repeal these By-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

8.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

8.3 Waiver of Notice – Notwithstanding any other provisions of these By-laws, the notice provisions of **Article IX: Notice** may be waived by an affirmative vote of not less than two-thirds (2/3) of the Members present and entitled to vote.

ARTICLE IX: NOTICE

9.1 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, electronic publication or courier to the address of record of the Corporation, Director or Member, as the case may be.

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

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

ARTICLE X: DISSOLUTION

10.1 Dissolution - Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property will be distributed to other charitable organizations in accordance with the provisions of the Act.

ARTICLE XI: INDEMNIFICATION

11.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

11.2 Will Not Indemnify - The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

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

11.3 Insurance - The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – Under the Act*,* a Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

a) change to the definition of a “Member in Good Standing”;
b) change the Corporation’s name;
c) add, change or remove any restriction on the activities that the Corporation may carry on;
d) create a new classes of membership or amend, vary or delete current classes of membership;
e) appointment or removal of Directors;
f) appointment or removal of officers;
g) fiscal year of the Corporation; and
h) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed.

ARTICLE XI: ADOPTION OF THESE BY-LAWS

11.1 Adoptions by Board - These By-laws are adopted by the Board of the Corporation at a meeting of the Board duly called and held on May 6, 2025.

11.2 Ratification - These By-laws are ratified by a two-thirds (2/3) affirmative vote of the Members of the Corporation present and entitled to vote at a Meeting of Members duly called and held on May 22, 2025.

11.3 Repeal of Prior By-laws - In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

President

Secretary

Revised: June 14, 2015
Revised: September 27, 2020
Revised: June 22, 2025

BY-LAW NO. 2

BE IT ENACTED AND IT IS HEREBY ENACTED AS A BY-LAW OF TAEKWONDO MANITOBA 2009 INC. as follows:

1. The Board may and it is hereby authorized from time to time, provided however that it has received prior approval from the Members during a Special General Meeting or an Annual General Meeting, to:

    (A) borrow money upon the credit of the Corporation;

    (B) limit or increase the amount to be borrowed;

    (C) issue bonds, debentures, debenture stock, or other securities and debt obligations of the Corporation and pledge or sell the same for such sums and at such prices as are deemed expedient;

    (D) charge, hypothecate, mortgage, pledge, present or after acquired real or personal property of the Corporation, or both, to secure any such bonds, debentures, debenture stock, or other securities and debt obligations and any money borrowed; and

    (E) guarantee the repayment of the debts, delegations and liabilities of any other Corporation.

2. The Board is hereby authorized to delegate by resolution to one or more Members and/or officers of the Corporation specified in such resolution all or any of the powers hereinbefore conferred on them including, without reference to the borrowing of money as foresaid and as to the terms and conditions of the loan thereof and security therefore and as to the debt obligations to be given therefore, with power to vary or modify such arrangements, terms and conditions and debt obligations as the members of the Corporation may authorize , and generally to manage , transact and settle the borrowing of money by the Corporation.

3. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the President and Secretary. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any authorization or formality.

4. The Board shall have the power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation to sign either specific contracts, documents or instruments in writing. The term “contracts, documents or any instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, conveyances, transfers and assignments of shares, warrants, rights, stocks, bonds, debentures or other securities and all paper writings.

5. The powers hereby conferred shall be deemed to be in supplement to and not substitution for any powers to borrow money for the purposes of the Corporation possessed by its Members or officers independently of a borrowing By-law.

6. The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid by any officer or officers or person or persons appointed by resolution of the Board.

President

Secretary

Revised: June 22, 2025