

Bylaws of the Saskatchewan Brazilian Jiu Jitsu Federation, Inc.

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1. Definitions & Interpretation

1.01 In this document, the following definitions apply:

“Act” unless otherwise specified refers to *The Non Profit Corporations Act, 1995*, Chapter N-4.2, S.S. 1995 as amended;

“annual general meeting” shall have the meaning attributed in Section 5;

“Director” “Directors” “Board” and “Board of Directors” means the Directors appointed or elected from time to time in accordance with Section 3 herein;

“Discipline Committee”

“Federation” means the Saskatchewan Brazilian Jiu Jitsu Federation Incorporated unless otherwise specified;

“Gender” all references to the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa.

“Member” unless otherwise specified includes regular and associate members as defined in Section 2;

“Officers” are directors holding the positions of President, Vice President, Secretary, Treasurer, or Assistant Secretary Treasurer;

“Policies” and “Procedures” and any variations thereupon, refer to the documents setting out the day to day procedures and policies of the Federation as may be in effect from time to time;

“Quorum” shall be as defined in Section 8 as the context requires;

“Special meeting” refers to a meeting of the directors and members other than an annual general meeting;

“Special business” means any business requiring a vote or written resolution of the regular or all membership to be transacted;

2. Members

2.01 The membership of the Federation shall consist of the following classes:

Regular Members – shall be entitled to notice of meetings of members, attend and vote at meetings of members, and may be elected as directors

Associate Members – shall be entitled to notice of meetings, to attend at meetings, but shall not be entitled to vote at meetings. Regular members may be elected as directors.

2.02 Upon written application and receipt of any fees which may be applicable from time to time, anyone may be admitted as a member by resolution of the directors.

2.03 Only voting members shall be entitled to vote at meetings. All members shall be entitled to notice of meetings.

Non Transferable

2.04 Membership is non transferable.

Removal

2.05 Members may be removed by resolution of the directors.

3. Directors & Officers

Eligibility & Term

3.01 The Federation shall be governed by a minimum of three and a maximum of five directors.

3.02 Directors hold office until the conclusion of the meeting at which their successors are elected except as set out below.

3.03 A person ceases to be a director on:

- a) Death;
- b) Delivery of written resignation to the offices of the Federation;
- c) Being declared to lack capacity by a court of Canada or a physician;
- d) By a simple majority of the voting members in attendance at a special meeting convened for that purpose; or,
- e) The conclusion of the meeting at which their successors are elected.

3.04 Subject to the above, the term of office of a director shall be three (3) years.

3.05 The directors shall be elected at the annual general meeting or at a special meeting of the members.

3.06 The board of directors may fill any casual vacancy in the board of directors between annual general meetings by appointment.

Remuneration

3.07 No Director shall receive remuneration from the Federation for acting as such. The Federation shall pay the expenses of any Director pre-approved by the board of directors, and may pay unapproved expenditures of any Director upon a vote of the board of directors. The board of directors may establish a general resolution or adopt a policy as to specific expenses that

shall be reimbursed without further approval being required from the board of directors.

Liability

3.08 Subject to the provisions of the *Act*, no director or officer of the Federation shall be liable for the actions, receipts, neglect or default of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Federation through deficiency of title to any personal property acquired by resolution of the Board of Directors for or on behalf of the Federation, or for a deficiency of any security in or upon which any monies of the Federation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Federation shall be lodged, or for any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.

3.09 Subject to the provisions of the *Act*, every director and officer of the Federation and his or her heirs and legal representatives shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation from and against:

- a) All costs, charges and expenses whatsoever which such director or officer reasonably incurs in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Federation where:
 - (i) he or she acted honestly and in good faith with a view to the best interests of the Federation; and,
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she

had reasonable grounds for believing that his or her conduct was lawful.

Removal

3.10 Directors may be removed by a simple majority vote of the regular members and directors at the annual general meeting or a special meeting convened for that purpose.

Officers

3.11 The board of directors shall from among their number assume the following roles and responsibilities:

President the President shall:

If present, act as chairperson at all meetings of members and Directors;
Sign all instruments which require his/her signature, and shall perform all duties incident to this office; and,
Shall have other such powers and duties, as may from time to time be assigned to him by the Board.

Vice-President the Vice-President (if appointed) shall:

Exercise the duties of the President in his absence; and,
Assume such duties and exercise such powers as the President or the Board may assign.

Secretary the Secretary shall:

Give, or cause to be given, all notices required to members, Directors, auditors and members of committees;
Attend all meetings of the Directors and of the members and shall enter, or cause to be entered, in the books kept for that purpose, minutes of all proceedings at such meetings;
Be the custodian of the corporate seal of the Federation and of all books, papers, records, documents and other instruments belonging to the Federation; and,
Perform such other duties as may from time to time be assigned by the Board.

Treasurer – the Treasurer shall:

Have the care and custody of all the funds and securities of the Federation and shall deposit the same in the name of the Federation in such bank or banks or with such depository as the Board of Directors may direct; Within a reasonable time, upon application by a member, exhibit the financial records and accounts of the Federation; Sign or counter-sign such instruments as may be required to conduct the business of the Federation; and, Give a bond for the faithful performance of his/her duties as the Board of Directors may require.

Assistant Secretary Treasurer the Assistant Secretary Treasurer (if appointed) shall:
Respectfully perform all the duties of the Secretary and Treasurer as may be required from time to time; and,
Perform and exercise where appropriate such other powers and duties as may from time to time be assigned to them by the Board.

Discipline Committee

3.12 The Board of Directors shall, upon receiving notice of an allegation of inappropriate conduct or other breaches of Federation policies and procedures, appoint a Discipline Committee pursuant to the policies and procedures relating thereto as may be in effect from time to time.

4. Directors' Meetings

4.01 The Board of Directors shall meet not less than three times per year.

4.02 Where notice of action required by the Board of Directors is received by any one of the Directors, they shall convene a meeting within a reasonable time to take such action as may be necessary, and members interested in the business to be discussed may be provided with notice of the time and place of the meeting.

5. Meetings of Members

5.01 An annual general meeting shall be held once in each year at a time and

place to be fixed at the previous annual general meeting or by the directors with notice to the members.

5.02 At the annual general meeting, the regular membership may conduct any business of the Federation that would be conducted at a special meeting.

5.03 The conduct of the annual general meeting shall be governed by the most recent edition of *Robert's Rules of Order*.

5.04 Special meetings of directors and regular members may be held at any time upon not less than 15 days' notice in advance of the date selected including the wording of any proposed resolutions.

5.05 A special meeting of the regular members and directors may be convened upon written request delivered to the Secretary and signed by not less than half of the regular membership, such request to contain the business to be conducted at the meeting.

6. Notice of Meeting

6.01 Notice of the annual general meeting, a special meeting, or other meeting of membership shall be given not less than 15 days in advance of the date selected. Notice of the meeting shall include any proposed changes to the bylaws, articles, board of directors and, if applicable, intention to dispense with an auditor.

6.02 In the event no quorum is reached at a meeting, the directors may adjourn the meeting to a date of their choosing and give such further notice as they deem necessary.

7. Waiver of Notice

7.01 Notwithstanding anything contained in these bylaws, it shall not be necessary to give notice of any special meeting of the regular members or any meeting of the Board of Directors where:

- a) All members entitled to vote at such meeting are present in person or by proxy, and the transaction of the business at the meeting is unanimously approved or;
- b) All members entitled to vote at such meeting who are not present, or all the directors who are not present, either before or after the meeting, waive in writing through letter or electronic means, notice of the meeting and the purpose for which the meeting is called and consent to the transaction of the business transacted at such meeting. Such waiver and consent may be attached to the minutes of the meeting in the minute book.

7.02 Notice of a meeting may be waived where more than 50% of the members entitled to vote attend, and the business conducted is unanimous.

8. Quorum

8.01 Quorum for conducting business shall be as follows:

- a) Directors – one half of the directors
- b) Members – greater than one half of the members entitled to vote
- c) Annual General Meeting and Special Meetings – one half of the membership entitled to vote.
- d)

9. Voting

9.01 Members entitled to do so shall vote by a show of hands except where a ballot is demanded by a member.

9.02 No member is entitled to more than one vote on any question, except where authorized by an absent member who has given authority and instructions in writing to another member to vote on their behalf.

10. Minute Book & Records

10.01 The Federation shall keep at its registered office, the following documents:

- a) Articles of incorporation and any amendments;
- b) Bylaws and any amendments;
- c) Minutes of meetings of the membership and of meetings of directors
- d) A list of members' names and addresses
- e) Accounting records, financial statements, and policies of insurance of the Federation
- f) Any policy and procedure documents as may be in effect from time to time; and,
- g) Records of any harassment complaints, investigations, and decisions of the discipline committee.

10.02 Any person may access the records and receive a copy of the above **excepting records of harassment complaints or investigations**, upon payment of a sum to be fixed by the directors.

11. Amendments

11.01 The bylaws of the Federation may be amended or repealed by a vote or resolution of a simple majority of the members entitled to vote.

11.02 The policies and procedures of the Federation with respect to conducting day to day business including complaints, sanctioning of events, admission of members, and any other matters not set out in the bylaws may be amended by resolution of the directors. Any such amendments shall be submitted to the next meeting of the members, who may by simple majority confirm, reject, or amend the changes.

12. Borrowing Powers

12.01 The corporate finance division of the Act shall govern the issue of securities, trust indentures, debt obligations, loans, guarantees, and all other matters set out therein.

13. Execution of Documents

13.01 Any director may execute documents on behalf of the Federation, excepting cheques or other negotiable instruments.

13.02 Cheques and negotiable instruments shall not be valid unless executed by the Treasurer (or Assistant Secretary Treasurer) and one other director.

14. Auditor

14.01 The Federation may dispense with the requirement of an auditor for any given year, on resolution by the regular members having not less than 15 days' notice of the proposal to dispense with an auditor.

15. Winding Up

15.01 15.1 In the event of the dissolution of the Federation, its property and assets shall be disposed of in accordance with the provisions of the Act.