

FORM 10
(Section 66 and 67)

**Certificate of
Incorporation No. S0020586**

SOCIETY ACT

COPY OF RESOLUTION

THE FOLLOWING is a copy of a Special Resolution of the Members passed in accordance with the By-laws of the Society on the 20th day of March, 2006:

"RESOLVED, AS A SPECIAL RESOLUTION, that the Purposes and Bylaws of the Society be and are hereby repealed and deleted in their entirety, and that the Purposes and Bylaws presented for and at this general meeting of the members of the society and marked as Schedule "A" be substituted therefor to the exclusion thereof as and being the Purposes and Bylaws of the Society.

"The aforesaid Special Resolution shall take effect immediately upon the acceptance thereof by the Registrar."

DATED the 20th day of March, 2006

W.T.F. TAE KWON DO FEDERATION OF BRITISH COLUMBIA
(Name of Society)

By: _____
Kil Woo Kim

President
(Relationship to Society)

Schedule “A” to a Special Resolution of the Members

2. The purposes of the Society are:
 - (a) To promote the art and the philosophy of Taekwondo throughout British Columbia.
 - (b) To promote and to train British Columbia athletes to represent British Columbia in national competitions and to represent Canada in international competitions such as the Olympics, the Pan-American Games, and the World Games.
 - (c) To arrange and to conduct development programs and pre-competition training of British Columbia athletes.
 - (d) To promote the study, development, discovery and dissemination of knowledge on all technical aspects of the sport of Taekwondo.
 - (e) To research, study, promote, and teach the competition rules of the World Taekwondo Federation (W.T.F.).
 - (f) To acquire, through gifts, fees, donations or other revenues, funds to be utilized for the above stated purposes.
 - (g) To seek and maintain membership as a Category A – Affiliated Associated Member of the WTF Taekwondo Association of Canada, or any similar successor designation, on behalf of the Province of British Columbia.

BY-LAWS

1. INTERPRETATION

- (a) In these By-laws, unless the context otherwise requires:
 - (1) “directors” means the directors of the Society for the time being;
 - (2) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it; and
 - (3) “registered address” of a member means his address as recorded in the registrar of members.

- (4) “Member Schools” mean BCTF Main Schools, BCTF Branch Schools and BCTF Recreational Schools.
- (5) “Voting Schools” means BCTF Main Schools and BCTF Branch schools.
- (b) The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
- (c) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

2. MEMBERSHIP

- (a) The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these By-laws and, in either case, have not ceased to be members.
- (b) The Society has Six (6) classes of Membership:
 - (1) BCTF Main Schools –Taekwondo schools which have been approved by the directors as BCTF Main Schools;
 - (2) BCTF Branch Schools –Taekwondo schools which are affiliated with a BCTF Main School and which have been approved by the directors as BCTF Branch Schools;
 - (3) BCTF Recreational Schools –Taekwondo schools which are affiliated with a BCTF Main School and which are primarily for recreational students and which have been approved by the directors as BCTF Recreational Schools;
 - (4) Participation Members – individuals who participate in Taekwondo as students or instructors at a Member School;
 - (5) Individual Members - individuals who participate in Taekwondo as students or instructors at a Voting School, and who apply for and are approved as Individual Members by the directors,
 - (6) Honorary Members – Individual granted Honorary Membership by the directors in recognition of outstanding service to the sport of Taekwondo or the BCTF and as such will be entitled to the rights and privileges of a Participation Member, but will not be required to be a student or instructor of a Member School.
- (c) Applications for Membership:

- (1) Member Schools: In order to become a Member School, the applicant school must apply for membership to the directors for the class of membership it desires, and on acceptance by the directors and payment of the applicable application and membership fees is a member under the class approved by the directors. The minimum requirements of the various classes of Member Schools are as follows:
 1. BCTF Main Schools must be directly supervised by a master instructor holding a minimum of a 6th Dan Kukkiwon Black Belt Certificate;
 2. BCTF Branch Schools must be directly supervised by a master instructor holding a minimum of a 3rd Dan Kukkiwon Black Belt Certificate; and
 3. BCTF Recreational Schools must be directly supervised by a master instructor holding a minimum of a 1st Dan Kukkiwon Black Belt Certificate.
 - (2) Participation Members: In order to become a Participation Member, an individual must be a registered student or an instructor of Taekwondo at a Member School, must apply for membership as a Participation Member to the directors, and upon acceptance by the directors and payment of the applicable application and membership fees is a Participation Member.
 - (3) Individual Members: In order to become an Individual Member, an individual must be a student or an instructor of Taekwondo at a BCTF Main School or a BCTF Branch School and must apply for membership as an Individual Member to the directors, and upon acceptance by the directors and payment of the applicable application and membership fees is an Individual Member.
 - (4) Honorary Members: The granting of honorary membership shall be at the sole discretion of the directors.
- (d) Every member shall uphold the Constitution and comply with these By-laws.
- (e) The annual membership fees shall be determined and reviewed at least annually by the directors, and the membership fees may be different for each class of member.
- (f) The directors may determine an application fee for membership that is in addition to the annual membership fee, and the application fee may be different for each class of member.

(g) A person shall cease to be a member of the Society:

- (1) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
- (2) on his death or, in the case of a corporation, on its dissolution; or
- (3) on the cancellation of his membership;
- (4) on having been a member not in good standing for 30 consecutive days;
- (5) in the case of an Individual Member, when the Individual Member ceases to participate in Taekwondo as a student or instructor at a BCTF Main School or BCTF Branch School for more than 6 consecutive months.

(h) Cancellation of membership by special resolution:

- (1) The membership of a member may be cancelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for cancellation shall be accompanied by a brief statement of the reason or reasons for the proposed cancellation.
- (3) The person whose membership is the subject of the proposed resolution for cancellation shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

(i) All members are in good standing except:

- (1) a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid; and
- (2) a member who's membership has been suspended in accordance with paragraphs 2(j) through 2(l) of these bylaws.

(j) The directors may impose sanctions without a general meeting of the members against any member for any of the following reasons:

- (1) if a member does not abide by the objects or damages the reputation of the Society;
- (2) if a member contravenes the bylaws of the Society; or

- (3) if a member has acted contrary to the standards of behavior and ethics of Taekwondo;
- (k) Before sanctions can be imposed, such member must be served, as provided by paragraph 10 of these bylaws, with written notice stating the alleged offence, and the fact that upon failure to justify or remedy his actions within thirty (30) days from the date of the notice, he shall be subject to suspension or expulsion upon resolution of the directors.
- (l) The directors may impose the following sanctions against members:
 - (1) warning;
 - (2) rebuke;
 - (3) fine;
 - (4) suspension of membership;
 - (5) expulsion (cancellation of membership);
 - (6) any other penalty deemed appropriate by the directors; or
 - (7) any combination of the above.

3. GENERAL MEETINGS

- (a) General Meetings of the Society shall be held at such time and place, in accordance with these By-laws and the Society Act, as may be determined by the directors.
- (b) Any general meetings other than an annual general meeting are herein referred to as and may be called extraordinary general meetings.
- (c) The directors may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting, if requisitioned in accordance with the Society Act, shall be convened by the directors or, if not convened by the directors, may be convened by the requisitionists as provided in the Society Act.
- (d) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of the business, and may be sent by regular post, fax or e-mail.
- (e) Notice of a general meeting need only be given to each Voting School (BCTF Main Schools and BCTF Branch schools), and does not have to be sent to each Individual Member.

- (f) All general meetings shall be conducted by the delegates of the Voting Schools as set out in paragraph 4 of these bylaws, and individual members shall not be recognized at general meetings except as represented by their appointed delegates.
- (g) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (h) Subject to any extensions of time permitted by the Society Act, an annual general meeting shall be held at least once in every calendar year, not more than 15 months after the holding of the last preceding annual general meeting, and no later than June 30 of each calendar year.
- (i) The meetings of the Society including all general meetings shall be conducted, subject always to the By-laws, in accordance with Wainberg's *Society Meetings Including Rules of Order* (latest edition), unless following such rules of order is, in the discretion of the chair of the meeting, impractical given the requirements of the By-laws.

4. APPOINTMENT OF DELEGATES

- (a) Every Individual Member must affiliate itself with only one Voting School and such declaration must be noted in the records of the Society.
- (b) The Voting School with which an Individual Member is affiliated, must be a school where the Individual Member is a registered student or instructor.
- (c) All general meetings of the Society shall be attended and conducted by delegates from the Voting Schools (BCTF Main Schools and BCTF Branch schools).
- (d) Each Voting School having a minimum of 10 affiliated Individual Members in good standing and no more than 100 affiliated Individual Members in good standing will be entitled to be represented by one (1) delegate for Society general meetings.
- (e) Each Voting School having a minimum of 101 affiliated Individual Members in good standing and no more than 150 affiliated Individual Members in good standing will be entitled to be represented by up to two (2) delegates for Society general meetings.
- (f) Each Voting School having 151 or more affiliated Individual Members in good standing will be entitled to be represented by up to three (3) delegates for Society general meetings.

- (g) If at any time there are only three or fewer Voting Schools having 10 or more affiliated Individual Members in good standing, then the minimum number of affiliated Individual Members in good standing required to be represented by one delegate shall be reduced from 10 to 2.
- (h) The voting for appointment of delegates for each Voting School (“delegate appointment meetings”) shall be conducted as follows:
- (1) Delegate appointment meetings shall be held as required at such time and place, in accordance with the Society Act, as may be determined by the Voting School.
 - (2) Notice of delegate appointment meetings shall specify the place, the day and the hour of meeting, and may include a list of prospective delegates.
 - (3) Notice of delegate appointment meetings shall be given to each Individual Member affiliated with the school calling the meeting by regular post, fax or by e-mail, sent not less than 14 days prior to the date of the meeting.
 - (4) Only Individual Members affiliated with the Voting School shall be entitled to vote in that Voting School’s delegate appointment meetings.
 - (5) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (6) The quorum for delegate appointment meetings shall be 5% of the Individual Members affiliated with the school.
 - (7) If only one delegate is being appointed, then a simple majority (that is, greater than 50%) of the votes will be required to appoint the delegate.
 1. If a simple majority is not reached on the first poll, then the candidate with the fewest votes from the first poll shall be struck from the balloting and a new poll shall be taken.
 2. This process of removing the candidate with the fewest votes shall continue until a delegate is appointed or there are two candidates remaining with an equality of votes.
 3. If there are only two remaining candidates and there is an equality of votes, then the chair of the meeting shall have a second or casting vote.
 - (8) When two or three delegates are being appointed:

1. If two delegates are being appointed, then each member voting to appoint the delegates shall be entitled to vote for up to two delegates.
 2. If three delegates are being appointed, then each member voting to appoint the delegates shall be entitled to vote for up to three delegates.
 3. To become appointed, a delegate must have been voted for by more than 50% of the members casting votes.
 4. If the full number of delegates are not appointed on the first poll, but at least one delegate is appointed, then the candidate or candidates who were appointed shall be removed from the balloting and a new poll shall be taken.
 5. If no delegates are appointed on the first poll, then the candidate with the fewest votes shall be removed from the balloting and a new poll shall be taken.
 6. This process of removing elected delegates or the candidate with the fewest votes shall continue until the required number of delegates are appointed.
 7. The chair of the meeting shall have a second or casting vote if required.
- (9) The chair of the delegate appointment meetings shall be the master or instructor having the highest level Dan Kukkiwon Black Belt Certificate at the meeting.
- (10) The delegate appointment meetings shall be conducted, subject always to the By-laws, in accordance with Wainberg's *Society Meetings Including Rules of Order* (latest edition), unless following such rules of order is, in the discretion of the chair of the meeting, impractical given the requirements of the By-laws.
- (i) The appointment of the elected delegates will be for a term of 2 years beginning on the date of the annual general meeting immediately following the date of appointment and ending the day before the annual general meeting which is two calendar years after the appointment.
 - (j) If for any reason a Voting school's delegate (the "exiting delegate") is unable or unwilling to complete his term, then a replacement delegate may be appointed to

complete the term of the exiting delegate by the Voting School calling and completing a delegate appointment meeting.

5. PROCEEDINGS FOR GENERAL MEETINGS

(a) Special business is

(1) all business at an extraordinary general meeting except the adoption of rules of order, and

(2) all business conducted at an annual general meeting, except the following:

1. the adoption of rules of order;
2. the consideration of the financial statements;
3. the report of the directors;
4. the report of the auditor, if any;
5. the election of directors;
6. the appointment of the auditor, if required;
7. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

(b) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(c) If at any time during a general meeting ceases to be quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(d) A quorum is the greater of 30% of the delegates entitled to attend and vote at the meeting or 10 delegates entitled to attend and vote at the meeting or such greater number as the delegates may determine at a general meeting.

(e) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next

week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the person or persons present and being a delegate or delegates entitled to attend and vote at the meeting shall be a quorum.

- (f) Subject to paragraph 5(g), the President of the Society, or in his absence the Vice-President of the Society, shall be entitled to preside as chairman at every general meeting of the Society.
- (g) If at any general meeting neither the President nor the Vice-President is present within fifteen minutes after the time appointed for holding the meeting or is willing to act as chairman, the directors present shall choose someone of their number to be chairman or if all the directors present decline to take the chair or shall fail to so choose or if no director be present, the delegates present shall choose one of their number to be chairman.
- (h) The chairman may and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- (i) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (j) In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a casting or second vote.
- (k) Each delegate present at a general meeting of the Society is entitled to one vote.
- (l) Voting by proxy is not permitted.

6. DIRECTORS AND OFFICERS

- (a) The directors shall manage, or supervise the management of, the affairs and business of the Society and shall be authorized to exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of:
 - (1) all laws affecting the Society;

- (2) these By-laws; and
 - (3) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in a general meeting.
- (b) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
 - (c) The president and one or more other persons shall be the directors of the Society.
 - (d) The delegates shall elect the president and other directors of the Society.
 - (e) The president, vice-president, secretary, treasurer and directors shall have terms of 2 years each.
 - (f) The number of directors shall be 4 or such greater number as may be determined from time to time at a general meeting of the Society.
 - (g) The maximum number of Director's shall be 15.
 - (h) The Directors shall appoint a secretary and a treasurer and any other officers the Directors consider necessary.
 - (i) An election may be by acclamation, otherwise it shall be by ballot.
 - (j) If no successor is elected the person previously elected or appointed continues to hold office.
 - (k) Any director may by instrument in writing delivered to the Society appoint any person to be his alternate to act in his place at meetings of the directors at which he is not present unless the directors shall have reasonably disapproved the appointment of such person as an alternate director and shall have given notice to that effect to the director appointing the alternate director within a reasonable time after delivery of such instrument to the Society. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote as a director at a meeting at which the person appointing him is not personally present, and, if he is a director, to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at any time by instrument, telegram, telex or any method of transmitting legibly recorded messages delivered to the Society revoke the appointment of an alternate appointed by him.
 - (l) The delegates may by special resolution remove a director before the expiration of his period of office, and may by an ordinary resolution appoint another person to complete the term of office.

- (m) No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- (n) A director who is, in any way directly or indirectly interested in an existing or proposed contract or transaction with the Society or who holds any office or possesses any property whereby directly or indirectly, a duty or interest might be created to conflict with his duty or interest as a director shall declare the nature and extent of his interest in such contract or transaction or of the conflict, or potential conflict, with his duty and interest as a director, as the case may be, in accordance with the provisions of the Society Act. A director shall not vote in respect of any such contract or transaction with the Society in which he is interested and if he shall do so shall not be counted, but he shall be counted in quorum present at the meeting at which such vote is taken.

7. PROCEEDING OF DIRECTORS

- (a) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings.
- (b) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
- (c) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.
- (d) A director at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- (e) The directors may delegate any, but not all, of their powers to committees consisting of such directors or members as they think fit. These committees may include, but shall not be limited to the following committees:
 - (1) Master's Committee; and
 - (2) Awards and Disciplinary Committee.
- (f) A committee so formed and the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

- (g) A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meetings the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- (h) The members of a committee may meet and adjourn as they think proper.
- (i) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.
- (j) A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, e-mail or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
 - (1) no notice of meetings of directors shall be sent to that director, and
 - (2) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- (k) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- (l) In case of an equality of votes the chairman does not have a second or casting vote.
- (m) No resolution at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
- (n) A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.
- (o) All legitimate expenses under \$100.00 are to be submitted on an itemized expense sheet with receipts attached. Expenses are to be submitted by the end of the month following the month they were incurred. All legitimate expenses over \$100.00 are to be pre-approved by the Directors.
- (p) Any decisions made by a Director committing or affecting the Society are to be ratified at a Director's meeting with a majority of Director's present.

8. DUTIES OF OFFICERS

- (a) The remuneration of the Officers of the Society shall from time to time be determined by the directors.
- (b) The President shall preside at all meetings of the Society and of the directors.
- (c) The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- (d) The Vice-President, if any, shall carry out the duties of the President during his absence.
- (e) The Secretary shall:
 - (1) issue notices of meeting of the Society and directors;
 - (2) keep minutes of all meetings of the Society and directors;
 - (3) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (4) have custody of the common seal of the Society; and
 - (5) maintain the register of members.
- (f) The treasurer, if any, shall:
 - (1) keep such financial records, including books of account, as are necessary to comply with the Society Act; and
 - (2) render financial statements to the directors, members and others when required.
- (g) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (h) When a secretary treasurer holds office the total number of directors shall not be less than five.
- (i) In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.

9. FINANCE

- (a) In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures subject to the Society Act.

10. SEAL

- (a) The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- (b) The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no person are prescribed, in the presence of the president and secretary or president and secretary treasurer.

11. NOTICE TO MEMBERS

- (a) A notice may be given to a member, either personally or by mail or by facsimile or by e-mail to him at his registered address.
- (b) A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- (c) A notice sent by personal deliver, facsimile or e-mail shall be deemed to have been given on the day on which the notice is sent.
- (d) Notice of a general meetings shall be given to:
 - (1) every Voting School shown on the register of members on the day notice is given, and
 - (2) no other person is entitled to receive notice of a general meeting.

12. BY-LAWS

- (a) On being admitted to membership, a member is entitled to and the Society shall provide him with, without charge, a copy of the Constitution and By-Laws of the Society.
- (b) The by-laws may be amended by a three-quarter vote of the quorum of a general meeting of the delegates.

13. DISSOLUTION OF THE SOCIETY

- (a) The Society may be dissolved by an ordinary resolution of the Voting School delegates. All functions of the Society shall be suspended when dissolved, and all membership fees, voluntary contributions and other revenues shall not be refunded. All the property of the Society at the time of dissolution may be given to any other non-profit organization(s), as decided by the directors.