

Articles of Association

**The Newfoundland and Labrador Judo Association
Approved: November 6, 2010**

1. The Interpretation Act, chapter I-19 of the revised statutes of Newfoundland, 1990, shall mutatis mutandis apply to the interpretation of these articles except where there is a conflict between it and the Corporations Act, R.S.N., 1990, chapter C-36., in which the latter shall prevail.
2. The provisions of Part XXI Corporations without share capital of the Corporations Act shall apply to these articles.

GEOGRAPHIC AREA

3. The territory served by the Association may include all of Newfoundland and Labrador.

OBJECTIVES

3. The objectives of the Association are to:
 - (A) Promote the principles and teachings of the sport of Kodokan Judo and to work towards the advancement of Judo throughout the province
 - (B) Maintain grading standards;
 - (C) Arrange matches, contests and competitions of every nature relating to Judo;
 - (D) Develop Judo athletes, coaches, referees and instructors;
 - (E) Establish policies and procedures for the administration of Judo in the province

MEMBERSHIP

4. (A) There shall be four (4) classes of membership in the Association, namely: Regular Member, Honorary Member, Associate Member and Voting Member.
 - (B) Regular members must be Canadian citizens or residents of Newfoundland and Labrador for more than six months.
 - (C) Regular members must be paid up members who have reached the age of sixteen years.
 - (D) Associate members must be paid up members who have not reached the age of sixteen years.
 - (E) Honorary membership is open to non-judokas who significantly contribute to or advise the Association, with no voting privileges.
 - (F) Voting Members are paid up member clubs that represent exclusively a group of regular or associate members
5. (A) All applications for membership shall be considered by the directors who may grant membership, such membership to continue so long as the applicant meets the membership requirements.
 - (B) Any person who has been convicted of a criminal offense, shall not be admitted for membership, unless his application has been approved by a majority of the directors.
 - (C) All members shall pay their annual fees from the moment of their acceptance and they shall observe the regulations of the association.
6. (A) The membership of the association shall act through membership meetings. It shall vote on all matters presented to it by the directors and shall suggest matters of procedure and policy to the directors. It shall carry out such other functions as are hereinafter specified.

(B) Membership in the association may be suspended by the directors on the following grounds:

- (I) Non payment of membership fees for one year.
- (II) Flagrant contravention of the rules and by-laws of the association.
- (III) Participation in a public bout for which payment is received.
- (IV) The use of Judo for any purpose other than self-defence, sport, demonstration or teaching.
- (V) Conduct prejudicial to the standards of behaviour and ethics of Kodokan Judo, the International Judo Federation and Judo
- (VI) Voting Members may be subject to discipline, suspension or expulsion by resolution passed by a majority in number of such members representing at least two-thirds (2/3) of the votes, calculated in accordance with these Articles, cast at an Annual or Special General Meeting of members of which notice specifying the intention to pass such a resolution has been given on any of the following grounds:
 - a) non-payment of required membership dues or any other fees or debt due to the Association;
 - b) any contravention of these By-laws or any rules made hereunder;
 - c) conduct contrary to the standards of good behaviour and the ethics of Judo;
 - d) the organization, promotion or use of Judo for other than self defence, sport, demonstration or teaching purposes;
 - e) organization or operation of a tournament, event, demonstration or other display or activity not approved by the Association

(C) Notice of suspension shall be issued to any individual member who is alleged to have committed any of the actions listed in (B) I – V above. The suspension to come into effect within ten days, unless the member notified, objects within the time allotted, to any one of the directors. Upon receipt of an objection to suspension, the directors, at their next meeting shall give the member concerned an opportunity to explain his behaviour. The directors shall then make a decision as to whether or not to suspend the member. Reinstatement will require a majority vote.

ADMINISTRATION (Meetings of the members of the association)

7. Annual general meetings shall be held each year at a day, hour and place which shall be fixed by the directors. At least thirty days notice, thereof shall be sent by ordinary mail to each regular member at this last known address. The accidental omission to give notice to any member shall not invalidate the proceedings at any general meeting.

8. At every annual meeting, in addition to any other business that may be transacted, the report of the executive members, the financial statement and the report of the auditors shall be presented.

9. All Members of the Association are entitled to attend a meeting of the members although not entitled to vote. Attendance may be by telecommunication means where approved by the directors. Any other persons may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

10. Fifty percent plus one of the Voting Members represented by their authorized delegate shall be a quorum of any meeting of the members. No business shall be transacted at any meeting unless the "requisite quorum" be present at the commencement of the business.

11. At each meeting of members, every Voting Member shall be entitled to vote and on any such vote, shall be entitled to one (1) vote for each paid up Regular Member and one (1) vote for a paid up Associate Member of the Association. Each club accredited by the Board of Directors as a Voting Member shall designate one named person who must be a Regular Member to vote. The designated person must attend the meeting in person in order to vote.

12. There shall be no proxy votes.

13. The directors shall be elected every two years.

14. The directors, on the written request of five regular members in good standing setting out the object of the meeting proposed to be called, shall have power to call any special meeting of the members of the association.

15. If the directors do not cause a meeting to be held within thirty days from the date on which it is requested pursuant to Article 16 the members requesting the meeting may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date on which it was requested.

16. The chairman of the Board of Directors shall preside at all meetings of the Association.

17. A majority of votes of the voting members present at any meeting of the Association shall decide on any question arising at the meeting. In case of an equality of votes, the Chairman shall have a second or casting vote. The Chairman shall declare that a resolution has been carried or lost. The declaration made by the chairman shall be conclusive unless a poll is demanded by two or more voting members when the results of such poll shall be deemed to be the resolution of the Association. Associate members do not have a vote.

18. Any meeting of the Association may be adjourned at any time and from time to time and such business may be transacted at such an adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be notwithstanding that no quorum is present.

BOARD OF DIRECTORS

19. The Board of Directors shall consist of the following members of the Association: the President, Past President, 1st. Vice-President, 2nd Vice-President, Secretary and Treasurer. Unless otherwise determined by a general meeting, the Board of Directors shall consist of five members elected by the membership at the annual meeting and the Past President.

20. Each member of the Board of Directors at the time of his election and throughout his term of office shall be a member of the Association.

21. Vacancies on the Board occurring between annual meetings of the Association may be filled for the remainder of the year by the Board of Directors from regular members of the Association. The continuing

Directors may act notwithstanding any vacancy in their body provided they have a quorum. A director shall not be eligible to continue in office:

- (a) If he becomes of unsound mind.
- (b) If by notice in writing to the Association he resigns his office or directorate;
or
- (c) If he is removed by a majority vote of the Association.

22. Three Directors shall constitute a quorum at any meeting of the Board of Directors.

23. The Board of Directors shall hold its meetings at such place or places within Newfoundland and Labrador as it may from time to time determine.

24. Directors meetings may be called by the Chairman or Vice-Chairman, and shall be called by such persons on direction in writing of two members of the Board of Directors.

25. Each member of the Board of Directors shall be notified at least seven days before the meeting is to take place. In an emergency such notice shall be delivered, telephoned, or telegraphed to each member at least twenty-four hours before the meeting is to take place.

26. A meeting of the Board of Directors for the purpose of electing and appointing officers may be held immediately after the meeting of members at which a Board of Directors has been elected, and such meeting of Directors may be held without formal notice and shall be a valid meeting notwithstanding that some of the Directors may not be present thereat.

VOTING, DISQUALIFICATION

27. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have the casting vote.

POWERS AND DUTIES OF DIRECTORS

28. The management of the business of the Association shall be vested in the Directors who, in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all acts and things on behalf of the Association as may be exercised or done by the Association in General meeting, but subject nevertheless to the provisions of the Companies Act, and of these presents and to the regulations from time to time made by the Association in General Meeting provided that no regulation so made shall invalidate any prior act of the Directors, which would have been valid if such regulation had not been made.

29. The Board of Directors may create and dissolve such projects and special committees and area branches as it may deem expedient for carrying out the work of the Association.

30. The standing Committees of the Association shall be

- (a) (I) Refereeing Committee
- (II) Grading Committee
- (III) Coaching Committee

(b) Committee Chairmen shall be appointed by the Directors and empowered to add members to their Committees, said Committees to be ratified by the Directors.

(c) All standing Committee members shall hold Black Belt Degree

31. The Board of Directors shall receive reports from all its projects and special committees and area branches and staff and take such action thereon as it deems advisable and appropriate

32. The Board of Directors shall act on behalf of the Association for routine administrative purposes, and when expediency precludes a general meeting.

33. The Refereeing committee shall be responsible for the training of referees and the periodical evaluation of these referees with the aim to promote national referees.

34. The Grading Committee shall:

(a) Recommend to the Directors, promotion of any Newfoundland and Labrador judokas to the rank of Shodan or higher.

(b) Arrange for grading sessions at local clubs or tournaments.

(c) Delegate to club sensei who do not hold a Black Belt degree, the authority to promote Judo, provided that grading be made only by a Black Belt affiliated with Judo Canada.

35. The Coaching Committee shall implement the coaching certification program as set out by the Coaching Association of Canada and Judo Canada

OFFICERS OF THE ASSOCIATION

36. The officers of the Association shall include: the President, Past President, 1st Vice-President, 2nd Vice President, Treasurer, Secretary and Past President and such other officers as the Directors may from time to time determine and these officers shall form the Executive Committee of the Association.

(a) The President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer shall be elected by the voting delegates from among their numbers at the meeting of the Association provided that in default of such election the then incumbents, being members of the Board of Directors, shall hold office until their successors are elected and when elected shall occupy a term of office for two years.

(b) Nominations for officers will be in the form of a seconded motion, with the consent of the nominee required.

(c) Voting for the officers will be by secret ballot.

37. The President shall generally supervise the business and affairs of the Association and perform all other duties incidental to his office and shall preside as Chairman at all meetings of the Association.

38. During the absence or inability of the President his duties may be performed and his powers exercised by the 1st Vice-President. The 1st Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate or prescribe.

39. The 2nd Vice-President shall also perform such duties and exercise such powers as the President shall from time to time delegate or prescribe.

40. The Treasurer shall keep or cause to be kept full and accurate accounts of all financial transactions of the Association and shall deposit or cause to be deposited all moneys and securities of the Association in the name of the Association in such depositories as may from time to time be designated by the directors. The Treasurer also shall be responsible for the preparation of and necessary statements and reports relating to the financial transactions of the Association, the collection of membership fees and the performing of such other duties as may be required of him by the Directors.

41. The Secretary of the Association shall keep or cause to be kept all books and records which by law or otherwise are required to be kept, except books of account, and prepare or cause to be prepared all necessary statements and reports relating thereto. The Secretary shall also be responsible for sending out notices of meetings, recording, and distributing the minutes of all meetings, instituting and maintaining a record-keeping procedure for all active Newfoundland and Labrador Judokas, corresponding with all local, Provincial and National Judo organizations in accordance with his duties and performing such other duties as may be required of him by the directors.

42. An annual fee shall be charged for regular and associate membership of the Association.

43. The Board of Directors shall set the times and locations of tournaments and clinics throughout the year, participation in these tournaments and clinics shall be open only to those individuals who have applied for membership and paid their membership fee at least one month prior to such events unless otherwise decided by the Directors.

AUDITORS

44. The Auditor or Auditors of the Association shall be selected each year at the annual meeting. Before the annual meeting, and at any other time at the request of the Directors, the Auditors shall audit the books, accounts and financial statements of the Association and documents, securities and receipts of the Association. For the purpose of any such audit the Treasurer shall give the Auditors such assistance as they require.

AMENDMENTS

45. Subject to the Companies Act the memorandum and Articles of the Association may be altered or amended by a two thirds vote of the members entitle to vote at any regular or special meeting if the notice of such meeting contains a statement of the proposed alterations or amendments.

RULES OF ORDER

46. Roberts Rules of Order shall be the standard parliamentary text of the Association and shall govern all cases not otherwise covered in this constitution.

THE SEAL

47. The directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Directors or of a committee of Directors empowered in that behalf, and in the presence of two Directors at least, who shall sign every instrument to which the Seal is affixed; deeds, bonds, and

other instruments under the seal made on behalf of the Association, sealed with the Common Seal of the Association and signed by two Directors shall be deemed to be duly executed.

48. JUDO SPORTS HALL OF FAME

1. This constitution is for the Newfoundland & Labrador Judo Hall of Fame.

2. This Hall of Fame is established by the Newfoundland and Labrador Judo Association for the purpose of acknowledging, honouring and recording the achievements and contributions of exceptional athletes, builders and groups within this sport. Besides recognising achievements and contributions, this is also designed to promote the sport.

3. Selections to the Hall of Fame will be decided at the AGM of the Newfoundland and Labrador Judo Association by a vote. This will be based on nominations made by the nominating committee of the Newfoundland and Labrador Judo Association. The AGM may elect three athletes and two builders annually into the Hall of Fame and the nominating committee shall be responsible to ensure that sufficient nominations are submitted to elect this number. A maximum of one group (team or family) may be elected annually into the Hall of Fame.

4. The nominating committee shall be made up of the provincial coach, one member of the selection committee and one other member of the Board of Directors. While serving on the nominating committee members shall not be eligible for selection to the Hall of Fame.

5. All three members of the nominating committee must be present at the meeting that decides on new members being nominated to the Hall of Fame. (In the event that a telephone conversation is used all three members must be available for the call).

6. For persons to be inducted into the Judo Sports Hall of Fame they must have a 75% majority vote at the AGM.

7. An athlete may be eligible for nomination to the Hall of Fame after being a constant participant in Judo despite continuing to participate in senior top-level competition. A builder shall be eligible for nomination at any time in his or her career and may certainly continue as a builder after election to the Hall of Fame. The eligibility of a group shall be at the discretion of the nominating committee but only exceptional accomplishments should be considered sufficient reason for an active group to be declared eligible.

8. The date, location and manner of induction into the Hall of Fame and such presentations and publicity that may be made to mark the occasion shall be the sole responsibility of the Board of Directors of the Newfoundland and Labrador Judo Association. The chair of the nominating committee shall be responsible for officially informing the President of the Newfoundland and Labrador Judo Association in sufficient time to allow for suitable publicity, awards and induction to be arranged.

9. The Board of Directors of the Newfoundland and Labrador Judo Association shall be responsible for keeping accurate records of all those inducted into the Hall of Fame.

10. All expenses connected with the Hall of Fame will be the responsibility of the Newfoundland and Labrador Judo Association and must be arranged prior to being incurred by the chairman of the nominating committee if they are incurred by the nominating committee or any member of it.

11. All those inducted into the Newfoundland Sports Hall of Fame with Judo as the main or major part of their career, or all those inducted into the national Hal of Fame for Judo, shall automatically be inducted into the Newfoundland and Labrador Judo Hall of Fame.

We, the several persons whose names and addresses are hereunto subscribed, are desirous of being formed into a company in pursuance of these Articles of Association.