

By-Laws of the

Avalon Aikikai Aikido Club Inc.

A not-for-profit organization incorporated in the province of Newfoundland and Labrador,  
Canada

Adopted January 7, 2022

Revised January 23, 2024

This document serves as the By-Laws of the Avalon Aikikai Aikido Club (henceforth the "Avalon Aikikai" or just "Aikikai"). Be it enacted as follows:

## 1. HEADQUARTERS

The headquarters of the Aikikai shall be within the St. John's Martial Arts Centre (the "SJMAC") at 21 Mews Place, in the city of St. John's, in the province of Newfoundland and Labrador, or at such place as determined by the members

## 2. PURPOSES

The purposes of the Avalon Aikikai are as follows:

- 1) To promote the practice of the martial art of Aikido through the management and operation of an Aikido dojo within the Canadian Aikido Federation (henceforth the "CAF");
- 2) To offer classes, seminars and workshops which foster the principles of Aikido. These principles include body-mind coordination, personal development and peaceful resolution of conflict;
- 3) To conduct demonstrations of Aikido to increase public awareness;
- 4) Other complementary purposes, not inconsistent with these stated above;
- 5) To pursue the preceding purposes within a positive, supportive and open training environment in which all members have equal opportunity to participate in the life of the dojo and progress in their Aikido regardless of race, ethnic or religious background, gender, sexual orientation, national origin, age, disability or any other factor.

## 3. MEMBERSHIP

### **Regular Membership**

The regular membership consists of those members who fully participate in all aspects of the Aikikai. Specifically, the regular membership is made up of all individuals 15 years or older who are up-to-date in paying a Regular Membership (full or reduced) as set by the Board, have either been registered with or are preparing to test for a rank in the CAF, regularly practice in adult classes at the Aikikai, have signed a relevant release of liability form (or had a parent/guardian sign if under 18), and adhere to all guidelines set out in the By-Laws.

Being a regular member of the Avalon Aikikai is not intended to preclude also being a full member of another martial arts dojo (Aikido or otherwise). In particular, it does not exclude either the possibility of a regular member being ranked in both the CAF and another organization or being a fully participating member of both the Avalon Aikikai and another martial arts dojo.

### **Affiliate Membership**

The affiliate membership consists of those members who regularly practice in the Aikikai but do not fully participate in all of its aspects. Usually, affiliate members will be primarily members of another Aikido club who do not test in the Avalon Aikikai or CAF. Specifically, the affiliate membership is made up of all individuals who are up-to-date in paying the Affiliate Member fee as set by the Board, regularly practice in adult classes at the Aikikai, have signed a relevant release of liability form (or had a parent/guardian sign if under 18), and adhere to all guidelines set out in the By-Laws.

### **Youth/Child Membership**

The youth/child membership is made up of those individuals who are up-to-date in paying a Child/Youth Membership as set by the Board, practice primarily in the child/youth classes at the Aikikai, have had a relevant release of liability form signed by a parent or guardian, and adhere to all guidelines set out in the By-Laws.

### **Voting Membership**

The voting membership of the Aikikai are those members who

- 1) meet all the requirements of the Regular Membership,
- 2) are ranked at least 6th kyu, and
- 3) have practiced at least 10 hours (within the Avalon Aikikai) since the last general meeting.

### **Exceptions**

Any exceptions to these requirements will be considered on a case-by-case basis by the Board of Directors, and any member may request that the Board review their membership. Requests for exceptions should be submitted to the Board at least 14 days prior to the next general meeting.

### **Management of Membership**

The Board of Directors manages memberships. In particular:

- 1) New members joining the dojo must be approved by the Board. This will usually be signified by a Director signing the membership form/waiver as witness.
- 2) At any time, a membership may be revoked by the Board if it is judged that the Member no longer meets the membership requirements. In such a case, notice will be sent to the member prior to revoking their membership. Revocations may be appealed within 1 calendar year of the date of revocation.
- 3) In the special case of the Chief Instructor, a revocation of membership must follow the process laid out in Section 12.
- 4) Memberships are tracked by the Secretary or delegate who is expected to provide an update at the general meeting.

### **Notices to Members**

Official notices, including but not limited to revocations, will be sent to members at the email address currently on record with the Aikikai. Other methods of notification may be used if email is not possible.

## 4. GENERAL MEETINGS OF THE MEMBERS

### **Frequency of Meetings**

The Board of Directors will call at least one general meeting of the membership (the Annual General Meeting or AGM) per year. However any Voting Member (including Directors) may also call other general meetings as necessary.

### **Meeting Location**

General meetings shall be held at the headquarters of the Aikikai, or at another place designated by the Board and on such date as the Board shall appoint.

### **Attendance at Meetings**

Attendance at general meetings is usually restricted to members (Regular, Affiliate or Youth/Child). However, a Youth/Child member may be represented by a (non-voting) parent or guardian. The Board may also invite non-members to attend general meetings if their expertise is required.

### **Activities at General Meetings**

The Voting Members of the Aikikai assembled with quorum at any general meeting may determine the policies and direction of the Aikikai in all things, and generally may exercise all such other powers and do all such other acts and things as the Aikikai, by its Articles of Incorporation or By-Laws, is authorized to exercise and do. In particular:

- 1) The Voting Members may consider and transact any business, special or general, without any specific notice thereof provided that it doesn't amend the By-Laws, override an action of the Board or remove an elected Board Member.
- 2) The Voting Members may vote to amend the By-Laws, override an action of the Board or remove an elected Board Member, provided that at least 21 days notice has been provided to the Voting Members.

The relevant quorums for these actions are specified in Article 6 and the Voting Procedures in Article 7.

### **Annual General Meeting**

The Annual General Meeting shall include the activities listed below.

- 1) The President and/or Vice-President will present a report on the activities of the Aikikai over the previous year.
- 2) The Secretary will present a report including information on the membership of the Aikikai and in particular how the number of members of each category has changed over the previous year.

- 3) The Treasurer will present a financial report which shall include the income and expenses of the Aikikai over the previous year.
- 4) The Chief Instructor will present a report which shall include information on tests and promotions over the previous year.
- 5) There will be elections to fill vacant Board Positions.

### **Notice of Meeting**

The Board or the Voting Member who calls a meeting will provide notice of who is calling the meeting, and the time and place of that meeting by making regular announcements in class, posting written announcements prominently at the Aikikai, and distributing notices by email at least 21 days prior to the date of the meeting. Such notice must include the time and location of the meeting and the time and location of the prior-to-general-meeting Board meeting. It must also include meeting any proposal to amend the By-Laws, override an action of the board or remove an elected Board Member.

### **Alternatives to In-Person Meetings**

In the event of public health guidelines which prevent an announced meeting from proceeding in person, the meeting may be held via video conference, and will be treated as an in person meeting for the purposes of the By-Laws.

## 5. ERROR OR OMISSION IN NOTICE

Failure to provide proper notice (as defined in Section 4) of any general meeting shall invalidate any proceedings taken thereat.

## 6. QUORUM OF MEMBERS

A quorum for the transaction of regular business at any meeting of members shall consist of not less than 1/5 of the Voting Members either present in person or represented by proxy.

A quorum for amending the By-Laws, overriding an action of the Board or removing an elected Board Member shall consist of not less than 1/5 of the Voting Members present in person.

## 7. VOTING PROCEDURES

Voting at general meetings will be conducted according to the follow rules:

- 1) Each Voting Member of the Aikikai shall, at all meetings, be entitled to one vote on each motion. Only Voting Members may vote.
- 2) A Voting Member who cannot be present may vote by written proxy on specific motions. Such votes should be recorded in advance with the Secretary.
- 3) Every question shall be decided by a majority of the votes (including both votes from those present in person at the meeting and those voting by proxy) unless otherwise required by the By-Laws of the Aikikai or by law. In case of an equality of votes no action shall be taken.

- 4) Decisions to amend the By-Laws, override an action of the Board or remove an elected Board Member require a two-thirds majority at a meeting with no less than a quorum of Voting Members present in person.
- 5) Questions shall be decided by a show of hands unless a secret ballot is requested by any member.
- 6) Elections to the Board shall be conducted by secret ballot with the candidate who wins the most votes being elected to the position. In the case of a tie during an election, further ballots will be taken until a decision is reached.
- 7) Secret ballots will be counted by a Voting Member who is neither a current office holder nor running in the election. They will be chosen by the Voting Members during the meeting.

## 8. BOARD OF DIRECTORS

The affairs of the Aikikai shall be overseen by a Board consisting of a minimum of five (5) directors, each of whom shall have been a Voting Member of the Aikikai for at least one year at the time of their election and who shall remain a Voting Member throughout their term.

Of the five directors, one will be the Chief Instructor, who will be a permanent director so long as they remain in the role. The other directors will be elected to serve 2-year terms. Usually those terms will be staggered so at least two directors are elected each year. Each director shall serve until the second annual general meeting after their election or until their successor shall have been duly elected and qualified. A retired director shall be eligible for re-election if otherwise qualified.

The members of the dojo may remove any elected director before the expiration of their term of office. Such a vote requires a two-thirds majority at a meeting with no less than a quorum of Voting Members present in person.

## 9. VACANCIES: BOARD OF DIRECTORS

So long as a quorum of directors remain in office, vacancies on the Board, however caused, may be filled by the directors from among the qualified members of the Aikikai, if the directors see fit to do so; otherwise, such a vacancy shall be filled at the next annual or other general meeting of the members. If there is not a quorum of directors, the remaining directors shall call forthwith a meeting of the members to fill the vacancies.

## 10. QUORUM AND MEETINGS: BOARD OF DIRECTORS

A majority of directors shall form a quorum for the transaction of business. The Board shall hold its meetings at Headquarters, or at such a place as determined by the Board. Any member of the Aikikai may request to be heard at a meeting of the Board. The Board may appoint a day or days in any month or months, for its regular meetings. A Board meeting shall be held between 2 and 40 days prior to each general meeting, and the time and place must be provided in the announcement of the general meeting. The directors may consider or transact any business at any meeting of the Board.

## 11. VOTING: BOARD OF DIRECTORS

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, discussion may continue until a majority is reached. If a majority cannot be reached, no action shall be taken.

A declaration by the President that a Resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour or against such resolution. In the absence of the President, this duty may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

## 12. POWERS: BOARD OF DIRECTORS

The Board administers the affairs of the Aikikai consistently within the guidelines outlined in these By-Laws and may enter into such legal contracts necessary for running the business of the Aikikai (such as signing leases or purchasing equipment) in the name of the Aikikai.

The Board does not have the power to adopt or amend the By-Laws of the Aikikai or to override an action adopted by the members at a general meeting.

Without in any way derogating from the foregoing, the directors are expressly empowered to:

- 1) Appoint a Chief Instructor. This should be by a two-thirds majority vote of the Board following consultations with the Instructional Committee. The Chief Instructor must be a Regular Member of the Aikikai and it is expected that they will be ranked at least Shodan within the CAF. The Chief Instructor does not have to be the highest ranked member of the Aikikai.
- 2) Remove a Chief Instructor. The Chief Instructor may be removed under one or more of the following circumstances.
  - a) Misconduct. A serious grievance brought against the Chief Instructor may result in removal. This must follow the procedure outlined in Section 28.
  - b) Incapacity. A Chief Instructor who can no longer continue with their duties may be removed by a two-thirds majority vote of the Board.
  - c) Irreconcilable Difference. If serious differences develop between a Chief Instructor and the broad membership of the Aikikai, every effort should be made to resolve those problems. This may include consultations with and possible mediation by the Board of Directors of the CAF and/or senior instructors within the CAF. If this does not succeed, then following a two-thirds majority vote, the Board may declare irreconcilable differences and so remove the Chief Instructor.
- 3) If a Chief Instructor resigns or is removed, the Board may choose to appoint an Interim Chief Instructor who will have all the duties of a regular Chief Instructor but on a limited term basis, until such a time as a new regular Chief Instructor is appointed.
- 4) Set all fees related to classes and membership.
- 5) Manage membership in the Aikikai as outlined in Section 3.
- 6) Purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise dispose of lands, buildings, and other property movable or immovable, real or personal, or any right

or interest therein owned by the Aikikai, provided that the Board shall not mortgage, lease, or sell the Headquarters without ratification by a two-thirds majority at a meeting with no less than a quorum of Voting Members present in person.

- 7) Make arrangements with SJMAC (or any other landlord) for scheduled class times, including fees to be paid by the Aikikai

### 13. REMUNERATION OF DIRECTORS

The Directors of the Aikikai shall receive no remuneration for acting as such.

### 14. OFFICERS OF THE BOARD

There shall be a President, a Vice-President, a Secretary, a Treasurer, and a Chief Instructor and such other officers (including Members at Large) as members may decide at a general meeting. A person may hold more than one office with the following exceptions: 1) the Chief Instructor may not hold any other office and 2) the President may not hold any other office.

### 15. DUTIES OF PRESIDENT AND VICE PRESIDENT

The President shall, when present, preside at meetings of the Board as well as at general meetings. If the President is absent or unable to preside, their duties and powers may be exercised by the Vice President or other director appointed for such purpose. The President and Vice-President shall also perform such other duties as may be determined by the Board.

### 16. DUTIES OF SECRETARY

The Secretary shall be clerk of the Board. They will be responsible for:

- 1) Attending meetings of the Board and recording all facts and minutes of all proceedings in books kept for that purpose;
- 2) Ensuring required notices are given to members and directors;
- 3) Keeping all books, papers, records, correspondence, contracts, and other documents belonging to Avalon Aikikai which they shall deliver up only when authorized to do so by the Board or compelled by law;
- 4) Performing such other duties as may be determined by the Board.
- 5) Tracking membership and keeping copies of registration documents and waivers.

The Secretary may, from time to time, delegate any of their tasks as required. The Secretary remains responsible for all of their above-stated tasks, regardless of delegation. The Secretary shall perform other such duties as may be determined by the Board. In the absence of the Secretary, the Board may appoint another person to perform these duties.



## 17. DUTIES OF THE TREASURER

The Treasurer shall:

- 1) Keep full and accurate accounts of all receipts and disbursements of the Aikikai in proper books of account;
- 2) Deposit all moneys or valuable effects in the name and to the credit of the Aikikai in such bank or banks as designated by the Board;
- 3) Disburse the Aikikai's funds under direction from the Board
- 4) Render to the Board at regular meetings, or whenever required, an account of all transactions;
- 5) Perform such other duties as may be determined by the Board.

## 18. DUTIES OF THE CHIEF INSTRUCTOR

The Chief Instructor (CI) is appointed by the Board of Directors. They must be a Regular Member of the Aikikai and it is expected that they will be ranked at least Shodan within the CAF. They shall

- 1) Set curricula, technical standards and direction for teaching Aikido within the Aikikai, in accord with the technical standards set by the CAF Technical Director and the CAF Examination Committee.
- 2) Be the representative of the Aikikai to the CAF Technical Director and Examination Committee.
- 3) Organize teaching within the Aikikai. This includes selecting instructors and setting the teaching schedule. The group of instructors who regularly teach classes will constitute the Instructional Committee for the Aikikai.
- 4) Organize and conduct testing for kyu grades within the Aikikai. This includes:
  - a) Setting regular test dates. Under normal circumstances opportunities to test should be available at least semi-annually. These dates should be announced at least a month in advance.
  - b) Preparing students for those tests. In cases where the CI judges that a student is not ready to test on the intended date, despite having met the time requirements set by the CAF, the reasons should be constructively discussed with the student in advance of the test.
  - c) Convening an examination committee to conduct tests. Usually this will consist of the members of the Instructional Committee with the CI as chair. However this composition may be modified if a senior CAF instructor is visiting.
  - d) If a student takes but fails a test, the reasons for that failure should be constructively discussed so that they will be better prepared for their next attempt.
- 5) Organize preparation for dan grading within the Aikikai. This includes:

- a) Tracking progress, notifying students when they are ready to prepare for their next test and setting a target seminar where the student could take that test.
  - b) Preparing students for dan grades. In cases where the CI judges that a student is not ready to test on the intended date, despite having met the time requirements set by the CAF, the reasons should be constructively discussed with the student in advance of the test.
  - c) Recommending students for testing, promotion or other recognition.
- 6) Ensure that all members have equal training opportunities appropriate to their rank. In particular all should have equal opportunity to prepare and test (or be recommended) for kyu and dan ranks, regardless of race, ethnic or religious background, gender, sexual orientation, national origin, age, disability or any other factor.
  - 7) Perform such other duties as may be determined by the Board.

It is expected that the CI will work in consultation with the Instructional Committee and may, from time to time, delegate some of these tasks to them. If the CI will be absent from the Aikikai for an extended period, the CI should nominate an Acting CI for the time of absence. This nomination must be ratified by the Board. An Acting CI may hold another position on the Board.

The Chief Instructor shall not receive any remuneration for acting as such.

## 19. DUTIES OF OTHER OFFICERS

The duties of all other officers shall be as set by the By-Laws or Board.

## 20. DUTIES OF THE INSTRUCTIONAL COMMITTEE

The Instructional Committee is appointed and chaired by the CI. They must be Regular Members of the Aikikai and will usually hold a dan rank. They shall:

- 1) Teach classes as assigned by the CI.
- 2) Assist in preparing students for testing.
- 3) Act as members of the Aikikai's examination committee when requested.
- 4) Advise the CI on the organization of teaching and testing with the Aikikai.
- 5) Perform other such teaching and testing related duties as delegated by the CI.
- 6) Advise the Board of Directors on the appointment of a new CI or Interim CI.

Discussions within the Instructional Committee are expected to remain confidential unless this violates other By-Laws or laws. In particular, Article 28 could require the revelation of discussions.

## 21. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts, and engagements on behalf of the Aikikai shall be signed by either the President or Vice-President and the Secretary.

## 22. BOOKS AND RECORDS

The directors shall ensure that books and records of the Aikikai required by the By-Laws or by applicable statute or law are regularly and properly kept.

## 23. FINANCIAL YEAR

Unless otherwise ordered by the Board, the Aikikai's fiscal year shall terminate on the 31st day of August in each year

## 24. CHEQUES, ETC.

The Treasurer may sign cheques, send e-transfers and pay the Aikikai's bills by other methods as appropriate. The Treasurer may also arrange, settle, balance, and certify all books and accounts between the dojo and its banker, may receive cash, cheques e-transfers and other forms of payment to the Aikikai.

## 25. BORROWING

The Board may:

- 1) Borrow money, not exceeding \$50000 in aggregate principal amount, on the credit of the Aikikai, except by ratification by a two-thirds majority at a meeting with no less than a quorum of Voting Members present in person.
- 2) Subject to Section 12, charge mortgage, or pledge real or personal property of the Aikikai to secure any money borrowed, provided that the Headquarters' land and buildings may only be mortgaged to secure money borrowed for Aikikai purposes as outlined in Section 2.

## 26. CODE OF RIGHT CONDUCT

The Aikikai is committed to providing a supportive environment for the practice of Aikido. The Chief Instructor, staff, directors, officers, and members will strive to incorporate the ideals of Morihei Ueshiba, O-Sensei, into the training and affairs of the Aikikai. Aikido is a martial art that strives to unite humanity. The ideals of Aikido include the peaceful resolution of conflict. All members are expected to treat each other with respect and dignity.

A violation of right conduct is defined as that which is in variance with the above stated ideals and includes any form of harassment or conduct which impairs a member's participation

in the Aikikai. Harassment and sexual harassment are further defined in Section 27 of these By-Laws.

An allegation of a violation of right conduct shall be handled through the grievance process set forth in Section 28 of these By-Laws. Avalon Aikikai seeks to provide an environment free from bigotry, discrimination, coercion, and harassment.

## 27. HARASSMENT AND SEXUAL HARASSMENT

Harassment is defined as verbal or physical behaviour which:

- 1) Intimidates or insults the dignity of individuals or groups on any categorical basis, including race, ethnic or religious background, gender, sexual orientation, national origin, age or disability;
- 2) Threatens, either by expression or implication, personal safety; or
- 3) Interferes with a member's full participation in the activities of the Aikikai

When harassment is combined with improper sexual behaviour, it becomes sexual harassment. It encompasses several types of behaviour, including but not limited to

- 1) Sexual advances;
- 2) Requests for sexual favours;
- 3) Other verbal or physical behaviours of a sexual nature.

Sexual harassment can occur between any Aikikai members, including instructors, Board members and students. An allegation of harassment or sexual harassment shall be addressed through the grievance procedure set forth in Section 28 of these By-Laws.

## 28. GRIEVANCE PROCEDURE

The Aikikai is committed to resolving problems arising from violations of right conduct as set forth in Section 26 of these By-Laws. Any member may submit a written complaint to the Board. Grievances can be raised against any Aikikai member, including instructors, staff, Board members, students, or the Chief Instructor.

Upon receiving a written report of a violation of right conduct as set forth in Section 26 of these By-Laws, the Board will convene a Grievance Committee consisting of 3 members and 1 alternate to interview the persons concerned and to investigate the matter. Any person involved with the reported violation shall not participate in the Committee, nor shall any person who would be unable to render an impartial decision. The Committee shall deliberate in private and may determine not to take any action in case of insufficient evidence of the allegation. If, by majority vote, the Committee finds the report to be well-founded, it shall refer the matter to the Board.

The Board may supplement the Committee's investigation by further interviews or by other investigations as appropriate. The concerned persons shall be afforded the opportunity to meet with the Board. Any involved member may appeal to the Board the decision of the Grievance Committee. The Board shall deliberate in private. By a majority vote, the Board may decide to take an action, or may impose any of the following sanctions:

- 1) Private reprimand;

- 2) Public reprimand or censure;
- 3) Suspension from performing duties or office on behalf of the Aikikai for up to one year;
- 4) Suspension of all privileges of membership for up to one year; or
- 5) Termination of membership.

Any person involved in a reported violation of right conduct shall not participate in the deliberations of the Grievance Committee or the Board concerning that matter. In the event that a member of the Board is involved in a reported violation of right conduct, they shall not be present for the deliberations by the remaining Board members.

In the event that the Chief Instructor is involved in a reported violation of right conduct, the Board shall follow the stated Grievance Procedure, with the following adjustments:

- 1) The Board shall vote separately on whether or not to take an action, and which sanction to impose should the Board vote in favour of taking an action;
- 2) The vote to take an action, and any vote on the specific sanction, must be no less than 2/3 majority vote.

## 29. AFFILIATION

The Aikikai is affiliated with the Aikikai Foundation (Hombu Dojo), via its affiliation with the CAF. The Chief Instructor is the primary representative of the CAF to the Aikikai with regards to instructional, evaluative, and other technical matters. All members (Regular, Affiliate or Child/Youth) must be registered by the Aikikai with the CAF, and must adhere to all relevant rules, guidelines, By-Laws, and other instructions set down by the CAF. In the event of a conflict between Aikikai By-Laws and CAF By-Laws, the Board shall make a determination as to which shall take precedence.

## 30. DISSOLUTION

The Aikikai may be dissolved if one or more of the following conditions occurs:

- 1) Bankruptcy, or significant inability to cover expenses;
- 2) The membership declines to the point where it is no longer feasible to continue with classes;
- 3) No qualified member is willing to be appointed Chief Instructor;
- 4) No members are qualified to be appointed Chief Instructor;
- 5) A proposal to dissolve the Aikikai passes at a General Meeting, as per the By-Laws.

A Voting Member may, at a General Meeting, propose the dissolution of the Aikikai. Any vote on such a proposal must be conducted with no less than 3/5 of the Voting Members present, and requires a 2/3 majority to pass. In the event of dissolution, the Board is authorized to dispose of all illiquid assets, with a preference for converting to liquid assets. Once all illiquid assets have been disposed of, and relevant expenses are covered, any remaining liquid assets should be sent to the CAF.

### 31. AMENDMENTS AND ADDITIONS TO BY-LAWS

Amendments or additions to these By-Laws shall only be adopted by a two-thirds majority at a general meeting with no less than a quorum of Voting Members present in person.