



Board of Directors Meeting
Tuesday August 14, 2012
7:00pm EST

WTF TAE KWON DO ASSOCIATION OF CANADA – BOARD OF DIRECTORS MEETING – August 14, 2012

FINAL

Members Present

Grandmaster Simon Chung, Chairman
Capt. Mark Eldridge, Executive Vice Chair
Master Tony Nippard, Vice Chair Martial Arts
Master Tommy Chang, Vice Chair Sport
Mr. Sean FitzGerald, Treasurer
Ms. Katy Pyke, Secretary
Ms. Paula Moore, Director
Dr. Terry DeFreitas, Director
Master Tommy Chang, Vi

Regrets

Master Mike Ives, Director
Ms. Cristina Quon, Director
Ms. Dasha Peregoudova, Director

Staff/ Regular Guest

Ms. Eva Havaris, Chief Executive Officer
Ms. Michelle Robb, Administrative Assistant

Grandmaster Chung called the meeting to order at 7:07pm EST. Roll call was carried out confirming quorum. The following items were discussed:

1. Approval of Agenda

No items were added to the agenda

Motion by Capt. Eldridge, seconded by Mr. FitzGerald

To approve the agenda as presented.

All in favor. Motion Carried.

2. Approval of Previous Board of Directors Meeting Minutes

Motion by Ms. Katy Pyke, seconded by Ms. Paula Moore

To approve the minutes of the July 31, 2012 Board of Directors Meeting as presented.

All in favor. Motion Carried.

3. NL Taekwondo Organization Applications

Ms. Havaris and Capt. Eldridge advised the board that two organizations in Newfoundland and Labrador have applied for membership with TC to be the sole member organization for TC in the jurisdiction of NL. Upon completion of the VMO review committee's review of the applications, Ms. Havaris and Capt. Eldridge summarized the review committee findings for both applicants on behalf of the VMO review committee and was able to determine that:

Applicant #1 – Provincial Taekwondo Society of Newfoundland and Labrador was found to meet the minimum membership benchmark criteria for members within the Special Community Body – Voting Member Organization class and category of membership. Applicant #2 – Newfoundland and Labrador Amateur Taekwondo Union does not meet the minimum membership benchmark criteria for membership in the Provincial Representative Body – Voting Member Organization or the Special Community Body – Voting Member Organization class and category of membership. Thus, the review committee recommends that the BOD accept the Provincial Taekwondo Society of Newfoundland and Labrador as the sole governing body for TC in the jurisdiction of NL.

Motion by Capt. Eldridge, seconded by Ms. Pyke

THEREFORE BE IT RESOLVED THAT:

The board is satisfied that the Provincial Taekwondo Society of Newfoundland and Labrador be accepted and meets the criteria to be a Special Community Body with the status as a Voting Member Organization and the board accepts that body as a Special Community Body and into the Voting Member Organization class of membership upon payment of their membership fee.

Mr. FitzGerald and Master Nippard Abstained. 4 in Favor. Passed

4. AGM Schedule and Plan

Ms. Havaris suggests that the date of the AGM should be September 15 in Montreal, Quebec and that a member organization summit be held in advance of the AGM in the days leading up to the AGM per the general recommendations that emerged from the VMO review process. Draft resolutions were reviewed. These were to formally change the name, to pass the changes to the purposes and dissolution clause to obtain charitable status using the pre-approved language from the CRA, and to amend the bylaws to expressly permit people under the age of 18 to be Associate Members. The change of name that was not proceeded on by prior administrations and prior passage exceeds the 6 month limit for filing.

Motion by Capt. Eldridge, seconded by Mr. FitzGerald

That the following be approved as a special resolution of the corporation, WTF Taekwondo Association of Canada, AKA Taekwondo Canada subject to sanction by at least 2/3 of the votes cast in favour of the resolution at a special general meeting of the members of this corporation:

That the corporation apply to the appropriate government to change its name from WTF Taekwondo Association of Canada to Taekwondo Canada, or a variation thereof selected by the board as may be required to obtain such approval, and, upon approval, that the name of the corporation does change as approved.

All in Favor (Unanimous – by Board Special Resolution). Passed.

Motion by Capt. Eldridge, seconded by Mr. FitzGerald

That the following be approved as a special resolution of the corporation, WTF Taekwondo Association of Canada, AKA Taekwondo Canada subject to sanction by at least 2/3 of the votes cast in favour of the resolution at a special general meeting of the members of this corporation:

That Taekwondo Canada changes the 1981 Letters Patent in order to obtain charitable status in accordance with Canada Revenue Agency's recommendations:

a. Delete the original "purpose" statement and replace with the following:

To promote the amateur sport of Tae Kwon Do in Canada on a nation-wide basis by:

- regulating the sport and the way it is played;*
- promoting the sport;*
- overseeing a structure of local clubs, and regional, provincial, and territorial bodies involved in Tae Kwon Do;*
- delivering a development program that brings promising athletes from the grass-roots level to national and international levels through various qualifying competitions;*
- staging or sanctioning local, regional, provincial, territorial, and national competitions;*
- acting as a Canadian representative of an international federation controlling the sport of Tae Kwon Do;*
- providing a training and certification program for coaches and referees; and*
- redistributing funds for local, regional, provincial, and territorial member organizations.*

b. Delete the dissolution clause at Article VI and replace it with the following:

Upon dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1 (1) of the Income Tax Act.

All in Favor (Unanimous – by Board Special Resolution). Passed.

Motion by Capt. Eldridge, seconded by Mr. FitzGerald

That the following be approved as a special resolution of the corporation, WTF Taekwondo Association of Canada, AKA Taekwondo Canada subject to sanction by at least 2/3 of the votes cast in favour of the resolution at a special general meeting of the members of this corporation:

To approve the addition of a new section, 5.05.1.1. to Bylaw 1 to read:

Notwithstanding anything to the contrary in these bylaws a person who is under the age of 18 years of age may be an Associate Member if approved by the Board of Directors for registration as an Associate Member.

All in Favor (Unanimous – by Board Special Resolution). Passed.

Motion by Capt. Eldridge, seconded by Mr. FitzGerald

That the Taekwondo Canada 2012 AGM also be a special general meeting with due notice of these special resolutions approved by the board, as special resolutions on the agenda; and that upon passage of the proposed special resolutions at the meeting that, as the case may be:

- a. *an application for Supplementary Letters Patent amending and varying the provisions of the Letters Patent be duly submitted by the Registrar (CEO) on behalf of the corporation as its authorize officer; and*
- b. *the amendment to the bylaws be duly submitted to Corporations Canada by the Registrar (CEO) on behalf of the corporation as its authorize officer.*

All in Favor. Passed.

Motion by Capt. Eldridge, seconded by Mr. FitzGerald. Motion was amended by Ms. Pyke to include the time of the meeting.

That Taekwondo Canada's 2012 AGM be held at 3pm ET on September 15th, 2012 in Montreal, QC at a location designated by the national office.

All in Favor. Passed.

5. Board of Directors Performance Review Survey

Ms. Havaris discussed the importance of the BOD conducting an annual performance review and asks that all BOD members complete the survey no later than Wednesday, August 22nd, 2012. The results of the survey will be shared with Sport Canada as part of its SFAF V NSO assessment process.

6. Other

Dr. Terry DeFreitas identified that there was concern about a recent claim that a member scalped tickets to an event in violation of COC rules. It was advised that Ms. Havaris and Capt. Eldridge will follow up.

7. Next Board Meeting

- Grandmaster Chung suggested August 19 or 20 for the next Board meeting. Meeting date TBC.

8. Adjournment

Motion by Master Nippard, accepted by the Chair

To adjourn the meeting.

- Meeting was adjourned at 7:41pm EST.