Bylaws of MJ Boxing Inc.

v1.0, September 2, 2026

Adoption copy for the first meeting of the board of directors, for confirmation by the members as the Act provides. Counsel review items are consolidated in the Professional Review Checklist.

Bylaw No. 1, being the general bylaws of MJ Boxing Inc. (operating as Moose Jaw Boxing), a membership non-profit corporation incorporated under The Non-profit Corporations Act, 2022 (Saskatchewan).

Article 1: Definitions and Interpretation

1.1 Definitions. In these bylaws:

1. **"Act"** means The Non-profit Corporations Act, 2022 (Saskatchewan), together with its regulations, each as amended or replaced from time to time.
2. **"articles"** means the articles of incorporation of the corporation, as amended from time to time.
3. **"board"** means the board of directors of the corporation.
4. **"bylaws"** means these bylaws and every other bylaw of the corporation in force.
5. **"corporation"** means MJ Boxing Inc., operating as Moose Jaw Boxing.
6. **"director"** means a member of the board.
7. **"member"** means a person admitted to membership in the corporation under Article 4, in any class.
8. **"Member"** means a member entitled to vote at meetings of members under Article 4.
9. **"ordinary resolution"** means a resolution passed by a majority of the votes cast by the members or directors, as the case may be, who voted on that resolution.
10. **"special resolution"** means a resolution passed by at least two-thirds of the votes cast by the members who voted on that resolution, or signed by all members entitled to vote on that resolution.
11. **"registered athlete"** means a person registered with the corporation in one of its programs and registered as an athlete with Boxing Saskatchewan and Boxing Canada where those bodies require it.
12. **"position of trust"** means any role, paid or volunteer, that involves regular contact with athletes under 18, including coaching, assistant coaching, team management, supervision at training or events, and travel supervision.
13. **"in writing"** and **"written"** include email and other electronic forms of communication that produce a record.

1.2 Interpretation. Words importing the singular include the plural and the reverse. Headings are for convenience only and do not affect meaning.

1.3 Conflict with the Act. If any provision of these bylaws conflicts with the Act or the articles, the Act or the articles prevail, and the rest of these bylaws remain in force.

1.4 Plain language intent. These bylaws are written to be read by volunteer parents and directors. Where a plain word and a technical word mean the same thing, the plain word is used on purpose.

Article 2: Name and Registered Office

2.1 Name. The name of the corporation is MJ Boxing Inc. It operates publicly as Moose Jaw Boxing.

2.2 Registered office. The registered office of the corporation is located in Saskatchewan at the address fixed by resolution of the board and notified to the Registrar. The registered office may differ from the training facility where programs run.

2.3 Change of registered office. The board may change the location of the registered office within Saskatchewan by resolution, and shall file notice of the change as the Act requires.

Article 3: Purposes

3.1 Purposes. Consistent with the articles, the corporation exists to:

1. develop young people through amateur boxing: fitness, discipline, confidence, and belonging;
2. provide safe, coached, structured amateur boxing programs for children and youth in Moose Jaw and area;
3. remove financial barriers to participation, so that no young person is turned away from the sport because their family cannot pay;
4. train and develop coaches, officials, and volunteers within the National Coaching Certification Program (NCCP) pathway; and
5. operate as an affiliated club of Boxing Saskatchewan, and through it Boxing Canada, under their rules for sanctioned amateur sport.

3.2 Athlete development system. The corporation delivers its programs under the Western Canada Student-Boxing Athlete Development System.

3.3 Safe sport standard. The corporation adopts the Universal Code of Conduct to Prevent and Address Maltreatment in Sport (UCCMS), as adopted through Boxing Saskatchewan, and maintains a Safe Sport policy, a code of conduct, and screening requirements consistent with it. Every director, officer, member, coach, athlete, and volunteer is bound by those policies.

3.4 Non-profit character. The corporation carries on its activities without pecuniary gain to its members. Any profits or other gains are used to promote its purposes.

Article 4: Membership

4.1 Membership. The corporation has one class of members, as the articles provide. A person may be admitted as a Member in one of these categories:

1. one parent or legal guardian per registered athlete under 18, designated by that athlete's family, so that each athlete family holds one membership and one vote;
2. a registered athlete who is 18 years of age or older; and
3. a coach, official, or community volunteer in good standing whom the board admits as a Member.

4.1.1 Honorary recognition. The board may, by resolution, recognize a person for outstanding service or support to the club with an honorary title. Honorary recognition is not membership and confers no membership rights.

4.2 Admission. A person becomes a Member when the board, or a person the board authorizes, accepts their application and their annual dues are paid. The board may refuse an application, acting reasonably and consistently with the corporation's purposes and policies.

4.3 Annual dues. The board sets membership dues each year by resolution. The board may set dues at zero for any category, and may waive or reduce dues for a family where cost is a barrier, consistent with the purpose in section 3.1.3.

4.4 Good standing. A member is in good standing when their dues are paid and they are not suspended under these bylaws or under a policy of the corporation.

4.5 Rights of Members. A Member in good standing may:

1. receive notice of, attend, speak at, and vote at meetings of members;
2. elect directors and stand for election as a director if qualified under Article 6;
3. receive the annual financial statements; and
4. exercise every other right the Act gives members.

4.6 One vote. Each Member has one vote. An athlete family holds one membership under section 4.1.1, exercised by the parent or guardian the family designates; the family may change its designated Member by written notice to the Secretary.

4.7 Membership not transferable. Membership is personal and cannot be transferred.

4.8 Resignation. A member may resign at any time by written notice to the Secretary. Resignation takes effect when the notice is received or on a later date the notice states. Dues are not refunded on resignation unless the board decides otherwise.

4.9 Automatic end of membership. Membership ends automatically when the member dies, resigns, or ceases to qualify for their category (for example, when a family no longer has a registered athlete and the member does not otherwise qualify), or when the membership year ends and dues for the new year are not paid within the grace period the board sets.

4.10 Discipline and termination for cause. The board may suspend or terminate a membership for conduct contrary to these bylaws, the code of conduct, the Safe Sport policy, or the purposes of the corporation, on the following process:

1. the Secretary gives the member written notice of the proposed suspension or termination, with reasons, at least 15 days before the board decides;
2. the member may respond in writing, or in person before the board, before the decision is made (the opportunity to be heard);
3. the decision requires a resolution passed by at least two-thirds of the directors present at a duly called board meeting;
4. the Secretary gives the member written notice of the decision promptly; and
5. where a matter falls under the UCCMS or the Safe Sport policy, the complaint and discipline procedures in those policies, including the independent Boxing Saskatchewan third-party complaint process, apply and this section is read subject to them.

Nothing in this section limits a coach's or director's authority to remove a person from a training session or event immediately where safety requires it.

Article 5: Meetings of Members

5.1 Annual general meeting. The corporation holds an annual general meeting (AGM) of members each year, after fiscal year end. As a working rule, the AGM is held no later than 15 months after the last AGM and within 6 months after fiscal year end, and the first AGM is held within 18 months after incorporation.

5.2 Business of the AGM. The AGM receives the annual financial statements and any report on them under Article 10, elects directors, appoints or waives the appointment of the person conducting the audit or review where the Act allows, and deals with any other business properly brought before it.

5.3 Special meetings. The board may call a special meeting of members at any time. The board shall call a special meeting on the written requisition of Members holding at least 5 percent of the votes, as the Act provides.

5.4 Notice. Written notice of every meeting of members, stating the date, time, place or electronic access method, and the general nature of special business, goes to every member entitled to attend, to every director, and to the auditor or reviewer if one is appointed. As a working rule, notice is sent not less than 15 days and not more than 50 days before the meeting. Accidental failure to give notice to a member does not invalidate the meeting.

5.5 Quorum. A quorum for a meeting of members is 10 percent of the Members or five Members, whichever is greater, present in person or by electronic participation. If a quorum is present at the opening of the meeting, the members present may proceed with the business of the meeting. If a quorum is not present within 30 minutes of the stated start time, the meeting stands adjourned to a date the chair sets, and at the adjourned meeting the members present form a quorum for the business stated in the original notice.

5.6 Chair and minutes. The President chairs meetings of members. If the President is absent, the Vice-President chairs; if both are absent, the members present choose a chair. The Secretary, or a person the chair appoints, keeps minutes.

5.7 Voting. Voting is by show of hands (or its electronic equivalent) unless the chair or any Member asks for a ballot. Each Member present has one vote. The chair does not have a second or casting vote; a tied vote fails.

5.8 Ordinary and special resolutions. Except where the Act or these bylaws require a special resolution, every question at a meeting of members is decided by ordinary resolution. The Act reserves certain matters for special resolution, including amendment of the articles; in addition, THESE BYLAWS elevate their own amendment to special resolution under Article 14. Member confirmation of a board-made bylaw under section 9-3 of the Act is by ordinary resolution.

5.9 Absentee voting. Members vote in person or through electronic participation during the meeting. Proxy voting is not permitted unless the board adopts a proxy procedure consistent with the Act before the meeting.

5.10 Electronic participation. Any person entitled to attend a meeting of members may participate by telephone, video, or other electronic means that lets all participants communicate adequately with each other, and a person participating that way is present at the meeting. The board may decide that a meeting of members will be held entirely by electronic means, provided every participant can vote and be heard.

5.11 Youth voice. Registered athletes under 18 are welcome to attend and speak at meetings of members at the chair’s invitation. They do not vote.

Article 6: Board of Directors

6.1 Powers. The board manages, or supervises the management of, the activities and affairs of the corporation.

6.2 Number. The board consists of not fewer than 2 and not more than 7 directors, as the articles provide. The members set the number within that range by ordinary resolution; until they do, the number is the number of directors elected at the most recent AGM.

6.3 Qualifications. A director must:

1. be at least 18 years old;
2. be a Member, or the parent or guardian of a registered athlete;
3. not be disqualified under the Act (including undischarged bankruptcy or a finding of incapacity); and
4. if the director holds, or will hold, a position of trust, meet the screening requirements of the Safe Sport policy before starting in that role: a current Criminal Record Check with Vulnerable Sector screening renewed every three years, Respect in Sport, and Safe Sport training.

6.4 Election and term. Directors are elected by the Members at the AGM for one-year terms, and every seat is elected at each AGM. A director whose term ends may stand for re-election. The members may adopt staggered two-year terms by amending this section once the board is established.

6.5 Consent. A person elected or appointed as a director takes office only after consenting in writing.

6.6 End of term. A director ceases to hold office on death, resignation, removal under section 6.7, or ceasing to qualify under section 6.3. A director may resign by written notice to the Secretary, effective when received or on a later stated date.

6.7 Removal. The Members may remove a director before the end of the director's term by ordinary resolution at a special meeting called for that purpose, and may elect a replacement for the rest of the term at the same meeting.

6.8 Vacancies. A quorum of the board may fill a vacancy on the board by appointing a qualified person to serve until the next AGM, where the members elect a director for the rest of the term, if any. If the board loses quorum, the remaining directors shall promptly call a meeting of members to fill the vacancies.

6.9 No remuneration. Directors serve without remuneration for serving as directors. A director may be reimbursed reasonable expenses actually incurred on the corporation's business, supported by receipts and approved under the signing controls in Article 10. Any arrangement under which a director is paid for other services to the corporation is a related-party matter and must follow Article 9.

Article 7: Board Meetings

7.1 Frequency. The board meets as often as the corporation's business requires, and at least four times each year.

7.2 Calling and notice. The President, or any two directors, may call a board meeting. Notice of the date, time, and place or electronic access method goes to every director at least 7 days before the meeting, or 48 hours for an urgent meeting. Notice may be given by email. A director may waive notice, and attendance at a meeting is a waiver except where the director attends only to object that the meeting was not properly called.

7.3 Quorum. A majority of the directors in office is a quorum. A quorum must be present for the board to transact business.

7.4 Voting. Each director has one vote. Questions are decided by ordinary resolution of the directors present. The chair does not have a casting vote; a tied vote fails.

7.5 Electronic participation. A director may participate in a board meeting by telephone, video, or other electronic means that lets all participants communicate adequately, and is then present at the meeting. A board meeting may be held entirely by electronic means.

7.6 Resolutions in writing. A resolution in writing, signed by all directors entitled to vote on it (including by email confirmation collected by the Secretary), is as valid as if passed at a board meeting, and is kept with the minutes.

7.7 Minutes. The Secretary, or a person the chair appoints, keeps minutes of every board meeting, including attendance, decisions, disclosures under Article 9, and recorded abstentions. Minutes are approved at a following meeting and kept in the corporation's records.

Article 8: Officers

8.1 Officers. The board appoints from among the directors a President, a Vice-President, a Secretary, and a Treasurer, normally at the first board meeting after each AGM. The board may appoint other officers it considers necessary. One person may hold two offices, except that the same person may not hold both President and Treasurer, and the dual signing rule in Article 10 always requires two different people.

8.2 President. The President:

1. is the chief officer of the corporation and its principal spokesperson;
2. chairs meetings of members and of the board;
3. ensures board decisions are carried out;
4. signs documents on the corporation's behalf as the board authorizes; and
5. serves as an ex officio member of every committee.

8.3 Vice-President. The Vice-President supports the President, acts in the President's place when the President is absent or unable to act, and carries any portfolio the board assigns.

8.4 Secretary. The Secretary:

1. gives the notices these bylaws require;
2. keeps the minutes of meetings of members and of the board;
3. maintains the corporation's records, including the registers of members and directors, the articles, bylaws, policies, and minute book;
4. files the returns and notices the Act requires, including the annual return and notices of change of directors or registered office; and
5. handles governance correspondence.

8.5 Treasurer. The Treasurer:

1. oversees the corporation's funds, books of account, and financial records;
2. ensures all money received is deposited to the corporation's account and all payments follow the dual signing rule in Article 10;
3. presents a financial report at each regular board meeting and the annual financial statements at the AGM;
4. leads the annual budget for board approval; and
5. supports any audit or review under Article 10.

8.6 Term and removal of officers. Officers serve at the pleasure of the board, normally for one year. The board may remove an officer by resolution and appoint a replacement. Removal as an officer does not by itself remove the person as a director.

Article 9: Conflict of Interest

9.1 Duty to disclose. A director or officer who has a material interest, direct or indirect, in an existing or proposed contract, transaction, or matter before the board shall disclose the nature and extent of the interest in writing or by having it entered in the minutes, at the first meeting where the matter is considered, as the Act requires.

9.2 Recusal. A director who has disclosed an interest shall not vote on the matter and, unless the board asks the director to stay to provide information, shall leave the meeting while the matter is discussed and decided. The minutes record the disclosure, the departure, and the abstention.

9.3 Related-party contracts. The standing rule of the corporation is: any contract or transaction between the corporation and a director, an officer, a member of their immediate family, or a business any of them controls or materially benefits from, requires all of the following:

1. full written disclosure of the interest before the board considers the matter;
2. approval by the disinterested directors at a duly called board meeting, with the interested person recused under section 9.2;
3. terms that are fair to the corporation and no more favourable to the related party than arm's length market terms, tested against comparable alternatives where they exist; and
4. a minute that records the disclosure, the comparison, and the decision.

9.4 Effect of compliance. A contract approved under this Article is not invalid only because a director or officer has an interest in it, to the extent the Act so provides. A contract made in breach of this Article may be set aside and the interested person may be required to account for any profit, as the Act provides.

9.5 Ongoing duty. Directors and officers act honestly and in good faith with a view to the best interests of the corporation, and exercise the care, diligence, and skill of a reasonably prudent person. Where the interests of the corporation and any personal interest conflict, the corporation's interest governs.

Article 10: Finance

10.1 Fiscal year. The fiscal year of the corporation ends on August 31.

10.2 Banking. The corporation keeps its funds in an account in the corporation's legal name at a bank or credit union the board designates by resolution. All money the corporation receives is deposited to that account.

10.3 Dual signing authority. All payments, withdrawals, transfers, and electronic payments from the corporation's accounts require the approval of two of the officers the board designates as signing officers (normally chosen from the President, Vice-President, Secretary, and Treasurer). For instruments that carry signatures, both signing officers sign. For electronic payments, both signing officers approve in a form that leaves a written record kept with the financial records. No single person may move the corporation's funds alone, and the two approvers may not be members of the same household.

10.4 Budget. The board approves an annual budget before or early in each fiscal year, and material unbudgeted spending requires a board resolution.

10.5 Borrowing. The corporation does not borrow money, give guarantees, or grant security over its property without a board resolution, and where the Act or the articles require it, authorization by the members.

10.6 Annual financial statements. The board places annual financial statements for the completed fiscal year, prepared as the Act prescribes, before the members at each AGM. Copies are available to members on request, and are sent or made available before the AGM as the Act requires.

10.7 Audit or review. At each AGM the members appoint a person to conduct the audit or review engagement the Act requires for a corporation of this type and revenue level, or resolve not to make an appointment where the Act permits. Working rule: as a membership non-profit corporation, the corporation expects to qualify for reduced requirements below the Act's revenue thresholds, and the members may waive an audit or review to the extent the Act allows.

10.8 Financial controls. The Treasurer keeps books that let the financial position of the corporation be determined with reasonable accuracy at any time. Receipts are issued for cash received. Two people count cash from any event before it is deposited. Reimbursements require receipts and approval under section 10.3.

10.9 Use of funds. The corporation's funds are applied only to its purposes under Article 3. No part of the corporation's income or property is payable to or available for the personal benefit of any member or director, except reasonable expense reimbursement under section 6.9 or payment for services properly approved under Article 9.

Article 11: Committees

11.1 Establishment. The board may establish standing or ad hoc committees by resolution, each with a written mandate stating its purpose, membership, chair, budget if any, and reporting schedule.

11.2 Composition. A committee may include members and other volunteers who are not directors, but each committee chair reports to the board and at least one director sits on each standing committee. Every committee member who holds a position of trust must meet the screening requirements of the Safe Sport policy before starting.

11.3 Authority. Committees advise and act within their written mandates. Unless the board expressly delegates a power by resolution, committees recommend and the board decides. The board may not delegate the powers the Act reserves to directors.

11.4 Expected committees. Without limiting the board, the corporation expects to maintain committees or designated leads for Safe Sport and screening, fundraising and grants, and events and competitions.

11.5 Dissolution of committees. The board may change a committee's mandate or dissolve a committee at any time by resolution.

Article 12: Protection and Indemnity of Directors and Officers; Insurance

12.1 Standard of care. Every director and officer, in exercising their powers and discharging their duties, acts honestly and in good faith with a view to the best interests of the corporation, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

12.2 Limitation of liability. No director or officer is liable for the acts, omissions, or defaults of any other director, officer, or employee, or for any loss or expense of the corporation, unless it arises through the director's or officer's own failure to meet the standard in section 12.1 or their own dishonesty, to the extent the Act permits this limitation.

12.3 Indemnity. The corporation indemnifies each present and former director and officer, and their heirs and legal representatives, against all costs, charges, and expenses, including amounts paid to settle an action or satisfy a judgment, reasonably incurred in a civil, criminal, administrative, or investigative proceeding to which the person is made a party because of their association with the corporation, provided the person met the standard in section 12.1 and, in a criminal or administrative proceeding enforced by a monetary penalty, had reasonable grounds to believe their conduct was lawful. Indemnity is given to the fullest extent, and subject to the conditions and approvals, the Act provides.

12.4 Insurance. The corporation obtains and maintains commercial general liability insurance appropriate to its activities, and obtains and maintains athlete and coach coverage through registration with Boxing Saskatchewan and Boxing Canada for sanctioned activity. The board may purchase directors' and officers' liability insurance for the benefit of directors and officers, to the extent the Act permits.

Article 13: Notices

13.1 Method. Any notice these bylaws require may be given in person, by mail to the recipient's recorded address, or by email to the recipient's recorded email address. Members and directors are responsible for keeping a current address and email address on file with the Secretary.

13.2 When received. A notice delivered in person is received when delivered. A mailed notice is deemed received on the fifth day after mailing. An emailed notice is deemed received on the day it is sent, if sent before 5:00 pm on a business day, and otherwise on the next business day.

13.3 Waiver. A person entitled to notice may waive it, before or after the event, and the waiver cures any defect in the notice.

13.4 Computing time. Where these bylaws require a number of days' notice, the days are counted excluding the day the notice is sent and including the day of the meeting or event.

Article 14: Amendment of Bylaws

14.1 Amendment by members. These bylaws may be made, amended, or repealed by special resolution of the Members at a meeting of members for which the notice stated the substance of the proposed change.

14.2 Interim amendment by the board. Where the Act permits, the board may make, amend, or repeal a bylaw between meetings of members. Any such change takes effect from the board resolution but must be submitted to the members at the next meeting of members, and the members may confirm, reject, or amend it. The members may confirm, reject, or amend the change by ordinary resolution, as section 9-3 of the Act provides. If the members reject the change, or the board fails to submit it, it ceases to have effect.

14.3 Records of bylaw changes. The Act imposes no registry filing for a membership corporation's bylaws. The Secretary records every bylaw, amendment, and confirmation in the minute book, keeps the consolidated copy under 14.4 current, and files anything a regulation may later require.

14.4 Housekeeping. The Secretary keeps a consolidated current copy of these bylaws, notes on it the date and authority of each amendment, and makes the current copy available to any member on request.

Article 15: Dissolution

15.1 Voluntary dissolution. The corporation may be dissolved only in accordance with the Act, on a special resolution of the Members.

15.2 Distribution of property. On dissolution, after payment of all debts and liabilities, the remaining property of the corporation is transferred to one or more organizations in Saskatchewan with purposes similar to those of the corporation, being youth amateur sport or charitable purposes benefiting young people, as the Members designate by special resolution consistent with the articles and the Act. No part of the corporation's property may be distributed to any member, director, or officer.

15.3 Records. On dissolution, the corporation's records are dealt with as the Act requires and, where practical, minute books and financial records are preserved with a successor organization or the corporation's final directors for the period the law requires.

Adoption

Made by the board of directors on __________________, 2026, and confirmed by ordinary resolution of the members, in accordance with section 9-3 of the Act, on __________________, 20_____.

Role	Name	Signature	Date
President	Adam Toto		
Secretary	Christopher Kuntz		