Articles of Incorporation

Version: 17-Sep-2026

ARTICLE 1 – NAME
1.1 The name of the co-operative is True North Taekwondo Co-operative Ltd.

ARTICLE 2 – FISCAL YEAR END
2.1 The fiscal year end for the co-operative shall be August 31st.

ARTICLE 3 – SHARE CAPITAL
3.1 The co-operative is incorporated without share capital.
3.2 The interest of each member is the same as every other member.

ARTICLE 4 – NUMBER OF DIRECTORS
4.1 The board of directors shall consist of not fewer than five (5) and not more than twenty (20) directors, with the number within that range determined in the manner prescribed by the bylaws.
4.2 The names and places of residence of the first directors are those set out in the prescribed incorporation filing.
4.3 Every director shall satisfy the qualifications required by the Act and any additional qualifications prescribed by the bylaws.

ARTICLE 5 – OBJECTS OR PURPOSES
5.1 The provisions of Part XXII of The Co-operatives Act, 1996 apply to the co-operative.
5.2 The statement that Part XXII applies to the co-operative shall not be repealed or amended without the prior consent of the Registrar and compliance with all applicable law.
5.3 The co-operative is intended to operate as a community service co-operative whose primary purpose is to carry on activities and provide services for the benefit of the public and the general welfare of the community. The co-operative is not established for the purpose of financial gain for its members. Further objects and purposes of the co-operative include:

> **(a)** To advance education by providing structured courses, workshops, mentorship, and training in physical literacy, personal safety, Taekwondo knowledge and skills, coaching, officiating, and related instructional competencies to children, youth, and adults, using Taekwondo and other appropriate physical activities as instructional methods.
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> **(b)** To relieve poverty by removing financial barriers to participation in educational and health-promoting physical-activity programs through the provision of equipment, subsidies, bursaries, and no-cost or reduced-cost access to the co-operative's educational and physical-activity programs to individuals and families experiencing poverty or of limited means.

(c) To promote health for the public by providing accessible, evidence-informed physical-activity and health-education programs designed to develop and maintain physical fitness, stamina, strength, agility, balance, coordination, and movement competence; to teach injury-prevention and safe-participation practices; and to encourage lifelong participation in healthy physical activity, including through Taekwondo and other appropriate physical activities delivered for their health-promoting benefits.
(d) To relieve conditions associated with disability by providing adapted educational and physical-activity programs, equipment, and participation supports to persons with disabilities, in order to support participation, functioning, independence, and physical, mental, and social well-being.
(e) To advance education among children and youth by providing structured and supervised instruction and experiential learning in mentorship, leadership, teamwork, cooperation, self-discipline, respectful conflict resolution, good citizenship, volunteer service, and related social and life skills, using Taekwondo and other appropriate educational and physical activities as teaching methods, in order to develop emotional and moral maturity, effective interpersonal skills, personal responsibility, leadership capacity, and lifelong engagement in community.

ARTICLE 6 – RESTRICTIONS ON THE BUSINESS OF THE CO-OPERATIVE
6.1 The co-operative shall be operated exclusively to further the objects and purposes set out in Article 5 and shall devote its resources to furthering those objects and purposes. The co-operative may undertake activities that are ancillary and incidental to, and directly support, the objects and purposes set out in Article 5, provided that those activities do not constitute independent purposes of the co-operative. If registered as a charity, the co-operative shall operate in accordance with the Income Tax Act (Canada) and applicable charity law and continue to operate exclusively for a charitable purpose.
6.2 No part of the income or property of the co-operative shall be paid, distributed, or otherwise made available for the private benefit of any member, director, officer, employee, contractor, or other person, except for reimbursement of reasonable expenses, reasonable compensation for bona fide services actually rendered where authorized in accordance with the Act, lawful indemnification, or another lawful payment or private benefit that is incidental to the achievement of the applicable public-benefit purpose and is necessary, reasonable, and proportionate to the resulting public benefit.
6.3 The co-operative shall not declare or pay dividends or interest on share capital, shall not allocate or distribute patronage returns, and shall not distribute annual surpluses to members or patrons.
6.4 Any surplus shall be dealt with only as permitted by the Act and consistently with the co-operative's public-benefit character. Surplus may be retained and applied to reserves, contingencies, maintenance, capital requirements, or the further development of the services and programs of the co-operative. Where the Act permits surplus to be donated or otherwise transferred to another organization, any required member authorization shall be obtained in accordance with the bylaws. If the co-operative is registered as a charity, every such disposition shall also comply with the Income Tax Act (Canada) and applicable

charity law.
6.5 Where the co-operative makes funds, property, services, or other resources available to another person or organization in furtherance of its objects and purposes, the arrangement shall be structured, authorized, documented, and administered in accordance with applicable law. If the co-operative is registered as a charity, it shall comply with all applicable requirements respecting its own charitable activities, intermediaries, qualifying disbursements, grants to grantee organizations, gifts to qualified donees, books and records, and any requirement to maintain direction and control where required by law.
6.6 The co-operative may undertake fundraising and revenue-generating activities only to the extent permitted by applicable law and in support of the objects and purposes set out in Article 5. If the co-operative is registered as a charity, it shall not carry on an unrelated business; any business activity shall constitute a related business or otherwise be permitted under the Income Tax Act (Canada) and applicable charity law. Fundraising or revenue generation shall not constitute an independent purpose of the co-operative.
6.7 The co-operative may affiliate with, seek accreditation or recognition from, or participate in sport-governing, certifying, sanctioning, or standard-setting organizations where doing so advances its objects and purposes. Any such arrangement shall remain subject to applicable law, these Articles, and the bylaws, and shall not transfer ultimate responsibility for the governance of the co-operative or the stewardship and use of its resources away from the board and members acting within their respective lawful authority. Nothing in this provision prevents the co-operative from voluntarily complying with technical, safety, competition, certification, promotion, sanctioning, or qualification standards that are consistent with its objects and purposes and applicable law.

ARTICLE 7 – LIQUIDATION, DISSOLUTION AND DISTRIBUTION OF PROPERTY
7.1 Upon dissolution or winding-up, whether voluntary or involuntary, and after payment or adequate provision for all liabilities and lawful obligations, all remaining property of the co-operative shall be transferred to one or more organizations as defined in section 246(3)(b) of the Act, unless the co-operative has achieved charity status at the time of dissolution, then transfer shall be to one or more qualified donees as defined in the Income Tax Act (Canada) at the time of distribution, preferably qualified donees having purposes substantially similar to those of the co-operative.
7.2 No remaining property shall be distributed or made available to a member, director, officer, founder, patron, or other private person, except for payment of a bona fide debt or liability lawfully owing by the co-operative.
7.3 Any dissolution, liquidation, winding-up, and distribution of property shall also be carried out in accordance with the Act and any lawful direction or approval of the Registrar or a court.

ARTICLE 8 – VOTING CHANGES AND RESTRICTION ON DIRECTORS
8.1 These Articles may be amended only by special resolution of the members and with the approval or consent of the Registrar as required by the Act. While the co-operative is a registered charity, any amendment shall also comply with applicable notification, filing,

approval, and other requirements under the Income Tax Act (Canada) and applicable charity law.

8.2 No amendment may authorize the distribution of income, surpluses, reserves, or residual assets to members or otherwise convert the co-operative from its public-benefit and community service character.

8.3 Subject to the Act, the co-operative shall not voluntarily propose, approve, or implement an amalgamation, continuance to another jurisdiction, conversion, arrangement, reorganization, sale, lease, exchange, or transfer of all or substantially all of its property, dissolution, or another transaction having substantially similar effect for the purpose or effect of circumventing Articles 3, 5, 6, or 8. To the greatest extent permitted by law and applicable to the transaction, the transaction terms and any resulting, successor, recipient, or continuing entity shall preserve the co-operative's community-service/public-benefit character, no-share-capital/member-nonprofit architecture, restrictions on private/member benefit, and qualified-donee asset protection. The bylaws may prescribe enhanced notice, quorum, voting, disclosure, conflict-management, independent-advice, and public-benefit-review requirements for such transactions to the extent permitted by the Act. Mandatory statutory, Registrar, creditor, dissent, court, receiver, liquidator, or insolvency rights are not displaced by this Article.

ARTICLE 9 – INTERPRETATION

9.1 In these Articles, "Act" means *The Co-operatives Act, 1996* (Saskatchewan), as amended from time to time, and any successor legislation applicable to the co-operative, and includes the regulations made under it.

9.2 If a provision of these Articles conflicts with a mandatory provision of applicable law, the mandatory provision governs, and the remaining provisions shall continue in force to the greatest extent permitted by law.

9.3 Pursuant to section 7(5) of the Act, the Co-operative may set out in its bylaws any provision that is permitted under the Act.

ARTICLE 10 – FIRST DIRECTORS

10.1 The first directors of the co-operative are:

- **(a)** Stacey Wood, Director & President
- **(b)** Shelley MacKinnon & Vice-President
- **(c)** Debra Lyn Myburgh, Director & Secretary-Treasurer
- **(d)** Hallie Wood, Director & Member-at-large
- **(e)** John-Etienne Myburgh, Director & Member-at-large