


CAROL PREST

Bylaws of Key City Gymnastics Club (the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Registered Address**” means the member’s address and/or email address as recorded in the register of members;

“**In Writing**” and “**Written**” include email communication.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act, or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 An Ordinary member shall be a participant who has reached 18 years of age, or the parent/legal guardian of a participant who not yet reached 18 years of age. These Members will be entitled to exercise all rights of a Member set forth in these bylaws and the Act, including one (1) vote per participant at any general meeting of the Society. This Membership is valid from the date of registration for the fiscal year; and

2.2 Nonregistered individuals apply to the Board for membership. This Membership is valid from the date of registration for the fiscal year; and

2.3 Honorary lifetime members shall be those Members who have made or are expected to make an outstanding contribution to the benefit of the Society and, on the recommendation of the Board, have been declared to be an Honorary lifetime member. An Honorary lifetime member will be awarded one (1) vote per member at a general meeting of the Society. This membership is a lifetime membership of the society.

Duties of members

- 2.4** Every member must uphold the constitution of the Society and must comply with these Bylaws and the participant declarations.

Amount of membership dues

- 2.5** The membership fees and other dues levied by the society are determined by the Directors annually.

A person ceases to be a member of the Society

- 2.6** By delivering their resignation in writing to the Board of the Society, or by mailing or delivering it to the registered address or email address of the Society, on their death or, or on being expelled.

Member not in good standing may not vote

- 2.7** All members are in good standing except a member who has failed to pay any debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid. A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 2.8** A member may be expelled by a special resolution of the members passed at a general meeting.

The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** A notice of a general meeting must state the place, day and hour and the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the chair,
 - (ii) the vice-chair, if the chair is unable to preside as the chair, or
 - (iii) one of the other director's present at the meeting if both the chair and vice-chair are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,

- (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.15** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

A resolution proposed at a meeting needs to be seconded, and the chair of a meeting may move or propose a resolution. In the case of a tie vote, the chair does have a casting or second vote in addition to the vote to which he or she may be entitled as a member.

Notice to members

- 3.17** A notice may be given to a member, either personally or in writing to the member at the member's registered address, posting notice on the Society website and social media platforms 14 days in advance of the meeting.
- 3.18** A notice sent in writing is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the

mailed notice was properly addressed and put in a Canadian post office receptacle or the emailed notice was properly addressed and was not returned undeliverable.

- 3.19** Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and

No other person is entitled to receive a notice of a general meeting.

PART 4 – DIRECTORS

Number of directors on Board

- 4.1** The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. The Directors are elected for two-year terms with approximately 50% of the Directors elected each year. An election may be by acclamation; otherwise, it must be by ballot.

Directors may fill casual vacancy on Board

- 4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Powers of the directors

- 4.5** The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
- a. all laws affecting the Society,
 - b. these bylaws, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

- 4.6** The Directors may delegate any, but not all, of their powers to committees as they think fit.

A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.

The members of a committee may meet and adjourn as they think proper.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the Chair or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Questions arising at a meeting of the Directors and committee of Directors and members must be decided by a majority of votes.

In the case of a tie vote, the chair does have a second or casting vote.

A resolution proposed at a meeting of Directors or committee of Directors and members needs to be seconded, and the chair of a meeting may move or propose a resolution.

A resolution agreed to by a majority of Directors in writing, and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

A director must abstain from voting on any issue which may be deemed a conflict of interest.

Methods of voting

- 5.5** At a directors meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Quorum of directors

- 5.6** The quorum for the transaction of business at a directors' meeting is 3 of the directors.

Voting

- 5.7** Motions may be presented and adjudicated electronically. These motions will be recorded in the minutes of the first board meeting immediately following the electronic vote.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the Chair, may hold more than one position:
- (a) Chair;
 - (b) Vice-Chair;
 - (c) Treasurer.

Directors

- 6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors.

Staff Representation

- 6.3** A representative from Senior Staff will be appointed to attend board meetings and is responsible for reporting on operations, ex-officio.

Executive Positions of the Board

Role of Chair

- 6.4** The Chair is the chair of the Board and is responsible for supervising the other directors in the execution of their duties; is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;

- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Role of Vice-Chair

6.5 The Vice-Chair is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act.

Role of Treasurer

6.6 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

The duties of executive positions may be delegated to an administrator without office and voting privileges.

Absence of the executive positions from meeting

6.7 In the absence of the executive positions from a meeting, the Board must appoint another individual to act at the meeting.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by the Chair, Vice-Chair, Treasurer or appointed Senior Staff.

PART 8 – SEAL

- 8.1** The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2** The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chair and Vice Chair.

PART 9 – BORROWING

- 9.1** In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, but without limiting that power, by the issue of debentures.
- 9.2** A debenture must not be issued without the authorization of a special resolution.
- 9.3** The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

PART 10 – BYLAWS

- 10.1** On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
- 10.2** These bylaws must not be altered or added to except by special resolution.
- 10.3** In the event the Society should be wound up or dissolved, any remaining assets after the payment of all debts and liabilities shall be gifted to an organization registered as a charity under the *Income Tax Act* (Canada), as amended from time to time, as shall be directed by the members of the Society as a special meeting. This provision was previously unalterable.