

Bylaws of North Peace Gymnastics Association (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.

"Directors" means the Directors of the Society

"Registered Address" means the address of a member as recorded in the register of members

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 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.1 (a) Each applicant for membership shall sign an application for membership in a form approved by the Board of Directors. In the case of an application for Junior Memberships, the application form shall be signed by one parent or guardian.

Classes of membership

2.2 There shall be three classes of membership in the Society, namely:

1. Ordinary members who are aged 19 years and older;

2. Junior members who are aged 18 years and younger and who have one parent or guardian who is an Ordinary member.

3. Honorary member- a person or corporation who has made an outstanding contribution to the welfare of the Society may be elected an Honorary Member by a simple majority of the Annual General Meeting upon the recommendation of the Board of Directors and each Honorary member shall be entitled to all the privileges and obligations of an Ordinary member but shall be exempt from payment of annual membership dues.

Duties of members

2.3 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.4 The amount of the annual membership dues, if any, must be determined by the members at an Annual General Meeting

Cessation of Membership

2.5 A person shall cease to be a member of the Society:

- a) By delivering his or her resignation, in writing, to the Secretary of the Society either in person or by email or by mailing or delivering it to the address of the Society; or
- b) On his or her death; or
- c) On being expelled; or
- d) failing to pay membership dues as per Sections 2.6 or 2.8.

Member not in good standing

2.6 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.7 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 if member not in good standing

2.8 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Expulsion of a Member

- 2.9**
- 1)** A member may be expelled by a Special Resolution of the members passed at a General or Special meeting.
 - 2)** A notice of Special Resolution shall be accompanied by a brief statement of the reasons for the proposed expulsion.
 - 3)** The person who is the subject of the proposed Resolution for Expulsion shall be given an opportunity to be heard at the meeting before the Special Resolution is put to a vote.

PART 3 – ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

Time and place of an Annual General meeting

3.1 An annual general meeting must be held at the time and place the Board determines.

3.1.1 An annual general meeting shall be held at least once per calendar year and not more than 15 months after holding the last preceding Annual General Meeting.

Ordinary business at an Annual General meeting

3.2 At an annual general meeting, the following business is ordinary business:

- (a) adoption of agenda
- (b) adoption of the minutes of the previous annual general meeting
- (c) review of the annual financial report or audit.
- (d) approval of the next annual budget

- (e) consideration of the auditor's report;
- (f) approval of the reports of the President and Executive Director
- (d) election 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.
- (g) approval of any changes to the Constitution and Bylaws (if any)
- (g) presentation of any awards

Notice of special business

3.3 A notice of an annual general meeting must state 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 an annual general meeting:

- (i) the president,
- (ii) the vice-president, if the president is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if both the president and vice-president 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 meetings

3.12 The order of business at a general meeting is as follows:

- (a) determine that there is a quorum;

- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) approval of the financial report as presented by the Treasurer
- (f) reports of the President and Executive Director
- (g) correspondence
- (h) deal with unfinished business from the last general meeting;
- (i) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (j) 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.

Number of General Meetings

3.17 There shall be a minimum of 10 general meetings per year.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 9 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election of directors must elect the Board.

4.2.1 Employees of the Society are not permitted to become a Director of the Society.

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.

Maximum Terms of Office

4.5 The maximum term of office for the President and Vice President shall be 2 consecutive years.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors meeting may be called by the president 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.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

5.6 Directors may hold meetings by conference call or approve resolutions by email vote. The minutes of those meetings and/or vote are affirmed at the next regular Board of Directors meeting.

Temporary Absence from British Columbia

5.7 A director who may be absent temporarily from British Columbia may notify the Society of his or her absence.

a) No notice of meetings of Directors shall be sent to that Director

b) Any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 At the first Board of Directors meeting after the Annual General Meeting, Directors must be elected to the following Board positions, and a director, other than the president and vice-president, may hold more than one position:

(a) president;

(b) vice-president;

(c) secretary;

(d) treasurer.

Directors at large

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 at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary 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 in-camera 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.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) Presenting the monthly financial reports to the Board
- (b) Presenting the annual budget for consideration by the Board
- (d) Ensuring that the Society's filings respecting taxes are completed.

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
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

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 president and secretary or president and secretary treasurer.

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, in particular 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 — AUDITOR

- 10.1** This Part applies only if the society is required or has resolved to have an auditor.
- 10.2** The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 10.3** At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 10.4** An auditor may be removed by ordinary resolution.
- 10.5** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.6** A director or employee of the society must not be its auditor.
- 10.7** The auditor may attend general meetings.

Part 11 — NOTICES TO MEMBERS

- 11.1** A notice may be given to a member, either personally, by email or by mail to the member at the member's registered address or by email.
- 11.2** A notice sent by mail or email 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 notice was properly addressed and put in a Canadian post office receptacle.
- 11.3** (1) Notice of a general meeting must be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.(2) No other person is entitled to receive a notice of a general meeting.
(3) Notice to members for an Annual General Meeting shall be no less than 21 days before the meeting is to be held.

Part 12 – BYLAWS

- 12.1** 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.
- 12.2** These bylaws must not be altered or added to except by special resolution.

Part 13- DISSOLUTION OF SOCIETY

- 13.1** In the event of the winding-up of or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting the same or similar purposes of this Society as may be determined by the Members of the Society at the time of winding-up or dissolution and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization provided however that any such organization referred to in this paragraph shall be a registered Society or a registered charity.