


T.K. SPARKS

BYLAWS OF NORTH PEACE GYMNASTICS ASSOCIATION

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SECTION 1 - INTERPRETATION

1.1 Definitions

In these Bylaws and Constitution of the Society, unless the context otherwise requires:

- a. “Act” means the Societies Act of British Columbia as amended from time to time;
- b. “Board” means the directors of the Society acting as authorized by the Act, the Constitution, and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society.
- c. “Board Resolution” means:
 1. A resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - a. In person at a duly constituted meeting of the Board,
 - b. By electronic means in accordance with these Bylaws, or
 - c. By combined total of the votes cast in person and by electronic means;
 or
 2. A resolution that has been submitted to all Directors and consented to in writing by two-thirds ($\frac{2}{3}$) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board; and
 3. A Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board.
- d. “Bylaws” means these Bylaws as altered from time to time, as filed with the Registrar;
- e. “Chair” means the person elected to the office of chairperson of the Society in accordance with these Bylaws;
- f. “Constitution” means the constitution of the Society as filed with the Registrar;
- g. “Directors” means the persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- h. “Electronic Means” means any system or combination of systems, including but not limited to mail, telephone, electronic, radio, computer or web-based technology or communication facility that:
 1. In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and;

2. In relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- i. "General Meeting" means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Society;
 - j. "Gymnastics BC" means the society incorporated under the laws of British Columbia, and includes the legal successor thereto;
 - k. "Member" means one parent of an athlete who is registered with the Society.
 - l. "Member of the Executive" means the president, vice president, treasurer, or secretary, or secretary/treasurer.
 - m. "Membership Year" means the period of approximately one (1) year which relates to the term of Members, which period shall be set by the Board from time to time;
 - n. "Ordinary Member" means a person who has been admitted as an ordinary member in accordance with these Bylaws and who has not ceased to be an Ordinary Member.
 - o. "Ordinary Resolution" means:
 1. A resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - a. in person at a duly constituted General Meeting, or
 - b. by Electronic Means in accordance with these Bylaws, or
 - c. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 2. A resolution that has been submitted to the Members and consented to in writing by at least two-thirds ($\frac{2}{3}$) of the Voting Members; and
 3. An Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
 - p. "Registered Address" means the address of a member as recorded in the register of members.
 - q. "Registrar" means the Registrar of Companies of the Province of British Columbia;
 - r. "Secretary" means a person elected to the office of secretary of the Society in accordance with these Bylaws;
 - s. "Society" means the North Peace Gymnastics Association;
 - t. "Special Resolution" means:
 1. a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds ($\frac{2}{3}$) of the votes cast in respect of the resolution by those Members entitled to vote:

- a. In person at a duly constituted General Meeting;
 - b. By Electronic Means in accordance with these Bylaws, or
 - c. By combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
2. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting;

And a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

- u. "Treasurer" means a person elected to the office of treasurer of the Society in accordance with these Bylaws; and
- v. "Vice-Chair" means a person elected to the office of vice-chair of the Society in accordance with these Bylaws.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

SECTION 2 - GYMNASTICS BC

2.1 Membership

The Society is a member of Gymnastics BC.

2.2 Society Duties

The Society will, at all times:

- a. comply with the constitution and bylaws of Gymnastics BC;
- b. support, and not hinder, the purposes, aims and programs of Gymnastics BC;
- c. abide by all policies and procedures established by the directors of Gymnastics BC; and
- d. comply with all instructions and requests from Gymnastics BC with regard to any programs it offers.

2.3 Gymnastics BC Representative

The Society must, in accordance with Gymnastics BC's bylaws or policies adopted from time to time, appoint a Person to be a representative of the Society in relation to Gymnastics BC and to be responsible

for maintaining and providing to Gymnastics BC all relevant contact information of the Society's membership.

SECTION 3 - MEMBERSHIP

3.1 Admission to Membership

The Society will have the following two classes of Members:

- A. An Ordinary member shall be an athlete who has reached 19 years of age, or the parent/legal guardian of an athlete who has not yet reached 19 years of age, and 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 athlete at a general meeting of the Society, and has not subsequently ceased to be a Member.
- B. An Honorary member shall be a Member who has 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 member, and who, will be entitled to exercise all rights of a Member set forth in these bylaws and the Act, including one (1) vote per Honorary member at a general meeting of the Society, and has not subsequently ceased to be a Member.

3.2 Registration of Membership

Upon registering in the Society's regular programs, an individual will be automatically instated as an Ordinary member of the Society.

An eligible Person will become a Member by submitting to the Board or its designate:

- a. a completed registration form, in such form as may be established by the Board from time to time, to enroll themselves or a youth in ongoing structured programming offered by the Society;
- b. payment for applicable program registration fees; and
- c. in the case of a registrant under the age of nineteen (19), by providing the name and contact information of a parent or legal guardian.

A Person becomes a Member on the date their information is entered by the Society into the register of members. The Board may, by Board Resolution, postpone or refuse a Person's registration of membership.

3.3 Term of Membership

Once accepted as a Member, a Person continues as a Member until:

- a. the conclusion of the current Membership Year, unless membership is renewed in accordance with section 3.10; or
- b. such Person's membership otherwise ceases in accordance with these Bylaws.

3.4 Renewal and Re-Registration of Membership

A Member who continues to be eligible may renew his or her membership prior to the conclusion of the Membership Year in such form and manner as may be determined by the Board from time to time.

A renewal of membership must be accompanied by payment for applicable membership dues, as well as fees owing by the Member, if any.

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-register for membership after its expiry in accordance with section 3.6.

A Person who was expelled from membership may, unless prohibited by the terms of the expulsion, re-register for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to re-registration, the Person may re-register for membership after one (1) year from the date of expulsion.

Re-registrations for membership are subject to acceptance by the Board.

3.5 Cessation of Membership

A Person will immediately cease to be a Member:

- a. upon the date which is the later of:
 1. the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and
 2. the effective date of the resignation stated therein;
- b. upon the date that is thirty-one (31) days from the conclusion of the current Membership Year, unless membership is renewed in accordance with section 3.10;
- c. upon his or her expulsion; or
- d. upon his or her death.

SECTION 4 - MEMBERSHIP RIGHTS AND OBLIGATIONS

4.1 Rights of Membership

An Ordinary Member in good standing has the following rights of membership:

- a. to receive notice of, and to attend, all General Meetings;
- b. to make or second motions at a General Meeting;
- c. to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- d. to exercise a vote on matters for determination at General Meetings;
- e. to stand for election as a Director, in accordance with these Bylaws
- f. may serve on committees of the Society, as invited; and
- g. may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

4.2 Membership Dues/Fees

The Board will, by Board Resolution, determine the dues and fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil. The Board may determine:

- a. that different dues and/or fees will apply to different classes of membership;
- b. that dues and/or fees may be pro-rated in certain circumstances; and
- c. that dues and/or fees may be waived in cases of demonstrated hardship.

4.3 Standing of Members

All Members are deemed to be in good standing except:

- a. a Member who has failed to pay such membership dues and fees as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid; and
- b. a Member who has been suspended by the Society.

4.4 Member Not in Good Standing

A Member, who is not in good standing, has the right to receive notice of, and to attend, all General Meetings; but does not have the right to participate in programs or initiatives of the Society (subject to eligibility) and is suspended from all of the other rights set out in section 4.1 for so long as he or she remains not in good standing.

4.4 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- a. uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- b. abide by such codes of conduct and ethics adopted by the Society; and
- c. further and not hinder the purposes, aims and objects of the Society.

4.5 Expulsion of Member

Following an appropriate investigation or review of a Member's conduct or actions in accordance with the regulations and policies established by the Board, the Board may, by Board Resolution, expel a Member for conduct which, in the reasonable opinion of the Board:

- a. is improper or unbecoming for a Member;
- b. is contrary to section 4.4(b); or
- c. is likely to endanger the reputation or hinder the interests of the Society.

The Board must provide notice of a proposed expulsion to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution is considered.

4.6 No Profit to Members

The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objects.

SECTION 5 - MEETINGS OF MEMBERS

5.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

5.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

5.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

5.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances

- a. at the call of the Chair;
- b. when resolved by Board Resolution;
- c. or when such a meeting is requisitioned by the Members in accordance with the Act and section 5.5 of these Bylaws.

5.5 Requisition of General Meeting

In accordance with the Act and these Bylaws, the Members may requisition a General Meeting, provided that such a requisition must:

- d. be made in writing and contain the names of, and be signed by, at least ten percent (10%) of the Members;
- e. state in two-hundred (200) words or less, the business, including any Special Resolution, to be considered at the proposed General Meeting
- f. be delivered or sent by registered mail to the Address of the Society; and
- g. be sent to the Registered Addresses of each Director.

5.6 Notice of General Meeting

The Society will, in accordance with section 18.1, send notice of every General Meeting to:

- a. each Member shown on the register of Members on the date the notice is sent; and
- b. the auditor, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

5.7 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has determined to hold a General Meeting to include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

5.8 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

SECTION 6 - PROCEEDINGS AT GENERAL MEETINGS

6.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- a. the adoption of an agenda;
- b. the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- c. consideration of the financial statements and the report of the auditor thereon, if any;
- d. the consideration of any Members' proposals submitted in accordance with the Act;
- e. the election of Directors; and
- f. such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

6.2 Attendance at General Meetings

In addition to Members, Directors, and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

6.3 Electronic Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

6.4 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

6.5 Quorum

A quorum at a General Meeting is ten (10) Members in good standing on the date of the General Meeting.

6.6 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next week at the same time and place, and if, at the adjourned meeting, a quorum is not present within twenty (20) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed. To the next week

6.7 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

6.8 Chair

The Chair will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

6.9 Alternate Chair

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

6.10 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

6.11 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.12 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6.13 Minutes of General Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

SECTION 7 - VOTING BY MEMBERS

7.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

7.2 Entitlement to Vote

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

7.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

- a. the text of the resolutions to be voted on;
- b. the open and closing dates for casting a vote; and
- c. instructions on how a Member may cast a vote.

7.4 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- a. by show of hands or voting cards;
- b. by written ballot; or
- c. by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

7.5 Voting by Chair

If the Person presiding as chair of a General Meeting is a Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chair who is not a Member has no vote.

The Person presiding as chair of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

7.6 Voting by Proxy

Voting by proxy is not permitted.

SECTION 8 - DIRECTORS

8.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

8.2 Duties of Directors

Pursuant to the Act, every Director will:

- a. act honestly and in good faith with a view to the best interests of the Society;
- b. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c. act in accordance with the Act and the regulations thereunder; and
- d. subject to Sections 8.2(a) to 8.2(c), act in accordance with these Bylaws.

Without limiting sections 8.2(a) to (d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

8.3 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected, or appointed to serve (or continue to serve) as a Director if he or she:

- a. is less than eighteen (18) years of age;
- b. has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- c. is an undischarged bankrupt; or
- d. has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

In addition to the foregoing, a Person may not be nominated, elected, or appointed to serve (or continue to serve) as a Director if he or she:

- e. is an employee of the Society; or
- f. can not produce on request a criminal records check which indicates that no criminal record exists for the purpose of working with children or vulnerable adults.

8.4 Composition of Board

The Board will be composed of a minimum of four (4) and a maximum of eight (8) Directors, which number may be set within that range by Board Resolution, each of whom will be elected or appointed in accordance with these Bylaws.

8.5 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

8.6 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these Bylaws.

8.7 Term of Directors

The term of office of Directors will Normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors at their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

8.8 Consecutive Terms and Term Limits

Directors may be elected for consecutive terms, without limit.

8.9 Appointments to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Member qualified in accordance with section 8.3 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

8.10 Removal of Director

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- a. by Special Resolution; or
- b. by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

The Board will set the terms of expectations and reasons for removal of directors.

8.11 Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

- a. upon the date which is the later of the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and the effective date of the resignation stated therein;
- b. upon the date such Person is no longer qualified pursuant to section 8.3
- c. upon the conclusion of the General Meeting in which he or she no longer continues to serve as a Director;
- d. upon his or her removal; or
- e. upon his or her death.

SECTION 9 - NOMINATION AND ELECTION OF DIRECTORS

9.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- a. a Person must be qualified in accordance with section 8.3 in order to be nominated;
- b. a Person need not be a Member to be nominated as a Director, however if a Member is nominated, he or she must be in good standing to be nominated and must remain in good standing in order to stand for election;
- c. a Person may nominate him or herself, and at the discretion of the board, the nomination may be required to be seconded;
- d. a Member may not nominate more nominees than the number of Director positions available for election.

9.2 Elections Generally

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such nomination and election policies and procedures as may be established by the Society from time to time.

9.3 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such a meeting.

9.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

9.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules will apply:

- a. the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- b. ballots will be sent or otherwise made accessible to all Members in good standing, and only to those Persons;
- c. the Society will provide the name of each eligible nominee and the number of vacancies to be filled;

- d. no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant Positions;
- e. ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- f. nominees will be deemed to be elected in order of those nominees receiving the most Votes;
- g. in the event of a tie between two (2) or more eligible nominees for the final vacant position, a secret ballot will be conducted by written ballot or Electronic Means between the tied members
 - a. In the event of a tie the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, which nominee selected will be elected to the final vacant position; and
- h. the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

9.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

SECTION 10 - POWERS AND RESPONSIBILITIES OF THE BOARD

10.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- a. all laws affecting the Society; and
- b. these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

10.2 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

10.3 Remuneration of Directors and Officers and Reimbursement of Expenses

Directors must not receive remuneration from the Society for acting in their capacity as Directors, provided however, that Directors may receive volunteer hours for their service as Directors in accordance with such policies as are established from time to time.

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

Directors may receive remuneration from the Society for providing services in another capacity, provided that a majority of the Board must not be so remunerated.

10.4 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence, and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

10.5 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

10.6 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

SECTION 11- PROCEEDINGS OF THE BOARD

11.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

Meetings may include regular meetings and ad hoc meetings, as determined by the Board

11.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- a. that Director was not in office at the time notice of regular meetings was provided;
- b. or the date, time or place of a regular meeting has been altered.

11.3 Ad Hoc Meeting

The Board may hold an ad hoc meeting in any of the following circumstances:

- a. at the call of the Chair; or
- b. by request of any two (2) or more Directors.

11.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of:

- a. an ad hoc board meeting; or
- b. a change to a regular board meeting for which notice was previously provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary, or delegate.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means and provide instructions on how to do so.

11.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers, or guests, for part of or in the entirety of a meeting, based on the discretion of the Board.

11.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

11.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

11.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- a. Will not be counted in the quorum in which the contract, transaction or matter is considered;
- b. will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- c. is not entitled to vote on the contract, transaction, or matter
- d. will absent him or herself from the meeting or portion thereof:
 1. at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 2. in any case, during the vote on the contract, transaction, or matter; and
- e. refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

11.9 Chair of Meetings

The Chair will, subject to a Board Resolution appointing another Person, preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair and such alternate Person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

11.10 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

11.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

11.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board. Minutes should be distributed to all board members for approval prior to being distributed to the membership.

At the discretion of the Chair, the minutes can be forwarded to the Chair prior to further distribution to the Board.

SECTION 12 - DECISION MAKING AT BOARD MEETINGS

12.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority, will be decided by Board Resolution.

12.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

12.3 Entitlement to Vote

Subject to section 11.8, each Director is entitled to one (1) vote on all matters at a meeting of the Board. No other Person is entitled to a vote at a meeting of the Board.

12.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- a. by show of hand:
- b. by roll-call vote or poll; or
- c. by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

SECTION 13 - OFFICERS

13.1 Officers

The officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. The above required officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

13.2 Election of Officers

At a meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

13.3 Term of Officer

The term of office for each officer will be two (2) years, commencing on the date the Director is elected as an officer in accordance with section 13.2 and continuing until the first meeting of the Board held after the following annual general meeting. A Director may be elected as an officer for consecutive terms.

All efforts will be made to stagger terms so that all executive positions are not changed over in the same year.

13.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

13.5 Replacement of Officer

Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

13.6 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

13.7 Duties of Vice Chair

The Vice-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties. The Vice-Chair shall also perform such additional duties as may be assigned by the Board.

13.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- a. the issuance of notices of meetings of the Society and the Board;
- b. the keeping of minutes of all meetings of the Society and the Board;
- c. the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- d. the maintenance of the register of Members; and
- e. the conduct of the correspondence of the Society.

13.9 Duties of Treasurer

The Treasurer:

- a. manages the Board's review of and action related to its financial responsibilities;
- b. works closely with the Executive Director and staff to develop financial policies and procedures, as well as ensure sound management and maximization of cash and investments;
- c. ensures Board review of financial policies and procedures;
- d. assists in presenting the annual budget to the Board for approval;

- e. presents the un-audited statements of North Peace Gymnastics Association to the members at the Annual General Meeting;
- f. co-signs cheques as a representative of the Board.

13.10 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

13.11 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one (1) Person who will be known as the Secretary-Treasurer.

SECTION 14 – INDEMNIFICATION

14.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- a. is or may be joined as a party to such legal proceeding or investigative action; or
- b. is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

14.2 Purchase of Insurance

North Peace Gymnastics Association maintains insurance for the benefit of any or all Directors and officers, Gymnastics BC maintains insurance for the benefit of any and or all employees, or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

SECTION 15 – COMMITTEES

15.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

Members of committees may be persons other than Directors and shall be appointed by and hold office at the pleasure of the Board.

The board may appoint a person to be the Chair of the committee and authorize the Chair to select the members of the committee.

15.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- a. the completion of the specified time period; or
- b. the completion of the task for which it was created

15.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

15.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

15.5 Remuneration for Committee Work

Directors and Members may receive volunteer hours for their service as committee members, for meetings and for work done outside of meetings, in accordance with such policies as are established from time to time.

SECTION 16 – EXECUTION OF INSTRUMENTS REVIEW

16.1 Seal

The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

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.

16.2 Execution of Instruments

Contracts, documents, or instruments in writing requiring the signature of the Society may be signed as follows:

- a. by the Chair, together with one (1) other Director, or

b. in the event that the Chair is unavailable to provide a signature, by any two (2) Directors and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

16.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Society.

SECTION 17 - FINANCIAL MATTERS AND REPORTING

17.1 Fiscal Year

The fiscal year of the association shall commence on September 1 and conclude on August 31 of the following year. The Board of Directors may, by special resolution and with the approval of the Canada Revenue Agency (CRA), determine to change the end date of the fiscal year as necessary.

17.2 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

17.3 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

17.4 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

17.5 When Audit Required

The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if:

- a. Directors determine to conduct an audit or review engagement by Board Resolution; or
- b. the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society will appoint an auditor qualified in accordance with, and will comply with all relevant provisions of, Part 9 of the Act and these Bylaws.

17.6 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit or review engagement, an auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

17.7 Vacancy in Auditor

Except as provided in section 17.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

17.8 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

17.9 Notice of Appointment

An auditor will be promptly informed in writing of such an appointment or removal.

17.10 Restrictions on Appointment

A Person who is not independent of the Society in accordance with section 11.3 of the Act must not be appointed or act as the auditor for the Society.

17.11 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

17.12 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- a. receive every notice relating to the meeting to which a Member is entitled;
- b. attend the meeting; and
- c. to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered, must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

SECTION 18 - NOTICE GENERALLY REVIEW

18.1 Method of Giving Notice

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.

18.2 When Notice Deemed to have been Received

A notice sent by mail or electronic means 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, if applicable.

18.3 Days to be Counted in Notice

Notice to members for an Annual General Meeting shall be no less than 21 days before the meeting is to be held.

18.4 Who Requires Notice

Notice of an annual 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 one has been appointed.

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

SECTION 19 - MISCELLANEOUS

19.1 Dissolution

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.

19.2 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, Committee Meetings and Meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society, at the Address of the Society, during the Society's normal business hours:

- a. the Constitution and these Bylaws, and any amendments thereto;
- b. the statement of directors and registered office of the Society;
- c. minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d. resolutions of the Members in writing, if any
- e. annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- f. the register of Directors;

- g. the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- h. copies of orders made by a court, tribunal or government body in respect of the Society;
- i. the written consents of Directors to act as such and the written resignations of Directors; and
- j. the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to inspect may be provided on request to the Member, for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

19.3 Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation, or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

SECTION 20 -BYLAWS

20.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

A copy of the current Constitution and Bylaws may also be available on the Society's website.

20.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

20.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.