

Ottawa Gymnastics Centre By-laws

Adopted at AGM Dec 4, 2022

1 General

1.1 Name

- 1.1.1 The organization shall be known as Ottawa Gymnastics Centre, incorporated under the *Ontario Not-for-Profit Corporations Act* commonly referred to as OGC. The organization may use and register any such business names, styles, logos, or symbols as the Directors determine.

1.2 Head Office

- 1.2.1 The Head Office of the Corporation shall be in the City of Ottawa in the Province of Ontario, or at such place as the Directors may determine from time to time.

1.3 Seal

- 1.3.1 The Corporation may have a seal.

1.4 Acknowledgement

- 1.4.1 OGC shall acknowledge the support of the City of Ottawa and the Government of Ontario in these cases where acknowledgement of donors is warranted.

1.5 Definitions

- 1.5.1 In all by-laws and resolutions of the Corporation, unless the context otherwise requires:
 - 1.5.1.1 “Act” means the Not-for-Profit Corporations Act of Ontario, as amended;
 - 1.5.1.2 “Board” means the Board of Directors of the Corporation;
 - 1.5.1.3 “Executive Management” is defined by the Board of Directors;
 - 1.5.1.4 “By-laws” means all by-laws, including special by-laws of the Corporation as amended from time to time;
 - 1.5.1.5 “Corporation” means the Ottawa Gymnastics Centre;
 - 1.5.1.6 *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution
 - 1.5.1.7 *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution
 - 1.5.1.8 “Person” includes a body corporate, corporation, and any number or aggregate of persons;
 - 1.5.1.9 *Special Resolution* – a resolution that is submitted to a special meeting of the members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or consented to by each member of the Corporation entitled to vote at a meeting of

- the members of the Corporation
- 1.5.1.10 The singular includes the plural, and the plural includes the singular;
 - 1.5.1.11 The neutral gender includes the masculine and the feminine;
 - 1.5.1.12 All terms defined in the Act have the same meanings in the by-laws and resolutions of the Corporation; and
 - 1.5.1.13 The Standard Code of Parliamentary Procedures shall be used at all Board Meetings, general meetings and standing committee meetings and will be the reference on questions of order.
 - 1.5.1.14 An Annual Program is generally defined as a program that is communicated as running continuously for 8 (eight) or more months of the year.
 - 1.5.1.15 A “Member in Good Standing” is defined as a member who is current with payment and in compliance with all membership requirements.

2 Membership

2.1 Participants

- 2.1.1 Participants are individuals engaging in any program including recreational and competitive programs and staff. All participants must register as members of Gymnastics Ontario (GO) and /or Gymnastics Canada (GCG) if the Corporation is a member of GO/GCG. Participants shall not vote unless qualified as voting members.

2.2 Voting Members

- 2.2.1 Voting Members are Active members in good standing as defined by the Membership Agreement who have reached the age of majority and who are enrolled in annual programs and the parents/legal guardians of those Active members in good standing who have not reached the age of majority and who are enrolled in Annual programs. Annual programs are as defined by the Board of Directors and communicated before any general meetings of the members. Only one (1) vote shall be exercised per gym participant.
- 2.2.2 Voting Members also include any other person admitted by the Board of Directors solely for the purpose of becoming a Voting Director. Such admission to voting membership shall require majority Board resolution and shall automatically be terminated upon cessation of the person as a Voting Director.
- 2.2.3 For purposes of voting at the annual general meeting or special general meetings of the membership, voting members who are also Voting Directors shall vote in the capacity of a voting member only.
- 2.2.4 External nominees, who have been admitted by the Board of Directors as Voting Members solely for the purpose of becoming Voting Directors, may not vote for any Board candidates until they become a duly elected Voting Director and until the conclusion of the first election that they participate in.

2.3 Voluntary Members

- 2.3.1 Voluntary members are participants who have made a request to the

Executive Director to become a voluntary member in order to participate in and vote at the AGM.

2.4 Life Member

Have made a noteworthy, significant contribution to the development of the Ottawa Gymnastics Centre

- Demonstrated long term service in 1 or more capacities for a minimum of 10 years
- Was/is a member in good standing
- Possesses a general attitude which reflects dedication to OGC values and commitment to the principles of good sportsmanship
- Demonstrated valued leadership and good role modeling that reflects well on OGC
- Life Members do not have a vote at AGMs

2.5 Honorary Member

- An individual who promotes or advances OGC
- An individual who worked/volunteered/competed and provided a significant contribution
- Honorary Members do not have a vote at AGMs

2.6 Discipline of Members

2.6.1 A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

2.7 Termination of Membership

- 2.7.1 By Board resolution in any particular case.
- 2.7.2 By failure to maintain a current registration or pay requisite fees.
- 2.7.3 By departure from the program through written notification either by the member or by the Corporation or its representative.
- 2.7.4 In the case of termination of membership by Board resolution, the membership of such person shall terminate immediately upon the passing of said resolution whether or not the resignation is received after the fact. Such resolution of the Board shall not show cause, shall be final, and there shall be no appeal. The member affected shall have no recourse against the Corporation, its property or funds, the Directors, Officers or staff.
- 2.7.5 In a case of Termination of Membership by Executive Management, the member may appeal to the Board of Directors.

3 Board of Directors

3.1 Board Criteria

- 3.1.1 The affairs of the Corporation shall be under the direction and control of a Board of Directors. The Board shall consist of between seven (7) to nine (9) Voting Directors. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not expressly prohibited by statute or required to be done by authority of the members at an annual or general meeting of members.
- 3.1.2 A Voting Director must be a voting member of the Corporation or become a voting member within ten (10) days of election or appointment.
- 3.1.3 The following persons are disqualified from being a Director:
 - 3.1.3.1 Anyone who is less than 18 years of age
 - 3.1.3.2 Anyone who has been declared incapable by a court in Canada or in another country
 - 3.1.3.3 A person who is not an individual, and
 - 3.1.3.4 A person who has the status of a bankrupt.
 - 3.1.3.5 A person holding a paid staff position within the Corporation.
- 3.1.4 An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

3.2 Division of Voting Director Board Seats

- 3.2.1 Seven (7) to nine (9) seats shall be held by Voting Members as defined in the first paragraph under Voting Members - Definition.

3.3 General Obligations of the Directors

- 3.3.1 In addition to the general powers of action and management held by the Board of Directors, it is specifically charged with the following obligations:
- 3.3.2 To construe and interpret the Corporation's By-laws so that the best interests of the sport of gymnastics, the Corporation and its members are served.
- 3.3.3 To strike a committee for the same purpose or for the officers to actively seek qualified Board of Directors comprised of the Vice President and 2 Members of the Board.
- 3.3.4 To conduct the affairs of the Corporation in cooperation with the general thrust of the provincial and national sport governing bodies (GO and GCG), and, if from time to time the Corporation is a full member of GO and GCG, to abide by those bodies' rules and regulations of membership. Such compliance would include, but is not necessarily restricted to:
 - 3.3.4.1 the payment of appropriate membership dues, fees or levies.

- 3.3.4.2 participation in regional affairs.
- 3.3.4.3 exercising voting rights as a member club.
- 3.3.4.4 supporting the efforts and advancement of gymnastics in any way practicable.
- 3.3.4.5 establishing from time to time, or annually, standing committees or special committees or task forces to carry out the business of the Corporation and to empower them to act as necessary to accomplish their objectives.
- 3.3.4.6 faithfully and conscientiously discharging its duties for and on behalf of the Corporation and its members by keeping the aims and objectives of the organization uppermost.
- 3.3.4.7 establishing policies for the governance of the Corporation.
- 3.3.4.8 abiding by the OGC policies governing harassment, ethics and conflict of interest.

3.4 Specific Powers of the Directors

- 3.4.1 The Board of Directors as it sees fit, may institute, prescribe and enforce such policies, procedures and regulations, not inconsistent with this, or any other by-law of the Corporation, the Act or any other statutes.
- 3.4.2 The Board of Directors delegates the authority necessary to: hire, appoint, or otherwise engage employees or agents of the corporation and fix their duties and remuneration.
- 3.4.3 The Board of Directors shall ensure that all necessary books and records of the Corporation required by the by-law of the Corporation or by any applicable statute or the Act are regularly and properly kept.
- 3.4.4 The Board of Directors may, at any meeting of the Board, enact, repeal, alter, amend or suspend any by-law, or any section or clause thereof, except that any such enactment or alteration of any by-law, unless in the meantime is confirmed by voting members present at a meeting of voting members, shall remain in effect only until the next meeting of the members and, if not then so confirmed, shall cease to be in force.
- 3.4.5 In the absence of Executive Management, the Board of Directors shall have the right and power to determine and effect the dismissal of any employee or agent with or without cause, with or without notice.
- 3.4.6 For those powers noted above, exercise of such powers shall be subject to majority vote by the Board of Directors.
- 3.4.7 The Board is responsible for striking a committee to search for and hire Executive Management.
- 3.4.8 The Board is responsible for the performance management of Executive Management.
- 3.4.9 Any matters that require special attention by the Board of Directors but also require privacy will be dealt with through a delegate Director assigned by the Board.

3.5 Election and Term of Voting Directors

- 3.5.1 Each year Voting Directors will be elected to the Board of Directors

as follows:

- 3.5.1.1 Voting Directors shall be elected yearly at the annual general meeting, by voting members who are present or by ballot after being nominated by the Nominating Committee of the OGC Board of Directors.
- 3.5.1.2 Voting Directors shall serve a three-year term. Upon completion of their term, Voting Directors, may be re-elected for up to 2 additional consecutive terms. No election or appointment of a Director is effective without their consent given in person at the meeting or given within ten (10) days of election or appointment.
- 3.5.1.3 Any member may also nominate someone to the Board a minimum of 3 weeks in advance of the general meeting. Each candidate shall have an additional opportunity to speak to the members at large before a vote takes place at the general meeting.
- 3.5.1.4 An election will take place at the AGM either by ballot or a show of hands as agreed upon by the general membership. Winners are declared with a 50% + 1 majority.
- 3.5.1.5 If there are still vacant Board seats upon completion of the above voting, all remaining candidates will be subject to a ballot vote. The candidates receiving at least 50% + 1 majority shall be appointed a seat.
- 3.5.1.6 There shall be no more than 2 rounds of voting at an AGM.
- 3.5.1.7 In the event that more candidates receive 50% + 1 votes than there are Board positions available, those candidates with the largest number of votes shall be declared winners.
- 3.5.1.8 Once a minimum of seven (7) directors have been elected, through any combination of being acclaimed, thru an election or as remaining directors with continuing mandates, voting shall stop and the Board shall be deemed to have been elected.
- 3.5.1.9 In the event that Board positions are open with one (1) year, two (2) year and three (3) year terms, those successful candidates with the highest number of votes shall fill the three (3) year, then the two (2) year and then the one (1) year positions.
- 3.5.1.10 In the event that there are two successful candidates tied for a single remaining Board position, the past President shall cast the deciding vote.
- 3.5.1.11 In the event that there are two successful candidates tied for a single remaining Board position, and one of them is the past President, the past Vice President shall cast the deciding vote.
- 3.5.1.12 In the event that there are two successful candidates tied for a single remaining Board position, and they are the past President and the past Vice President, the issue shall be decided by a majority vote of the remaining Voting Board Members present at the election.

3.6 Vacation of Office as a Director

- 3.6.1 The office of a Voting Director shall be vacated at the end of or during the term of office:
- 3.6.1.1 if they become mentally incompetent.
 - 3.6.1.2 if they die.
 - 3.6.1.3 if they become bankrupt.
 - 3.6.1.4 if by written notice they resign from office.
 - 3.6.1.5 if they are removed by resolution passed by Ordinary Resolution at a special general meeting of members. The members may by simple majority of votes, elect any person from the voting membership for the remainder of the term.

3.7 Vacancies on the Board of Directors

- 3.7.1 Notwithstanding the above, whenever any vacancy occurs on the Board, the remaining Voting Directors (so long as there is a quorum in office) may appoint a person in respect of Voting Director positions for the unexpired portion of the term. If there is not a quorum of Directors, the Voting Director or Directors then still in office shall call a general meeting of the voting members to fill the vacancies, except that if there are no Voting Directors or the Voting Directors do not call a meeting of members, the meeting may be called by any voting member.

3.8 Quorum - Board of Directors

- 3.8.1 A majority of the number of Directors constitutes a quorum, but in no case shall a quorum be less than two-fifths of the Board of Directors.

3.9 Dissolution of the Board –Temporary Board

- 3.9.1 If the Board at any point finds itself in a position where it has fewer than the number of members for quorum on the Board then that Board shall cease to exist. Any voting member may call a special general meeting to elect new members to all seats of the Board. Whoever calls that meeting shall run it. In this exceptional case, the meeting must have at least 10% of voting members and a temporary board will be created by putting forth candidates at the meeting and voting at the meeting. This temporary Board of Directors will be an acting board until a formal annual general meeting can be called (see Section 6.1.3).

3.10 Remuneration of Directors

- 3.10.1 No Director shall be paid for acting as such and no Director shall directly or indirectly receive any profit from their position as a Director. Directors may be reimbursed for out-of-pocket expenses incurred in respect of performance of their duties as Directors.

3.11 Indemnification of Directors

- 3.11.1 The Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the Board of Directors may from time to time determine. No director or officer of the Corporation shall be liable for the

acts of any other director or officer. In addition, every director or officer of the Corporation and their heirs, executors and administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- 3.11.1.1 All costs, charges and expenses whatsoever which such director or officer sustains or incurs in any or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for, or in respect to any act, deed or matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; except such costs, charges, or expenses as are occasioned by their own willful neglect or default.
- 3.11.1.2 All other costs, charges and expenses that they sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

3.12 Insurance for Directors and Officers

- 3.12.1 The Corporation will purchase and maintain such insurance for the benefit of its Directors and the officers as the Board may from time to time determine.
- 3.12.2 When there is no insurance in place the Corporation or Board will communicate this clearly and openly to all Board members. Disclosure of Conflict of Interest
- 3.12.3 Except for matters relating to the participation of the child of a Director, every Director of the Corporation who has, directly or indirectly, any interest in any contract or transaction to which the Corporation is or is to be a party shall declare their interest in such contract or transaction at a meeting of the Directors of the Corporation as required by the Act and shall at that time disclose the nature and extent of such interest. The Board may then, by consensus, require the Director's abstention from voting on the issue in question.

4 Roles of the Board of Directors and Officers

4.1 President

- 4.1.1 The President shall also, by default, take on the role of Chairperson of the Corporation.
- 4.1.2 The President shall, if present at any meeting of the Board of Directors, special or general meeting of the members and the annual general meeting, exercise general control and supervision of its affairs and shall see that all orders and resolutions of the Board of Directors are carried out. They shall sign all contracts, instruments and other documents which require their signature and shall have and exercise such other power and duties as may be assigned from time to time by the Board of Directors.
- 4.1.3 The President may represent the Corporation or delegate that representation.

4.2 Vice President

- 4.2.1 The Vice President shall exercise the power, perform the duties and assume the responsibilities of the President in the case of their absence or disability

and if the Vice President acts as such the absence or disability of the President shall be presumed. They shall also assume such other power or duties as assigned by the Board from time to time.

4.3 Secretary

- 4.3.1 The Secretary shall attend all meetings of Directors and meetings of members and shall enter minutes of proceedings.
- 4.3.2 The Secretary will provide the minutes to be released 8 days in advance of the next meeting.
- 4.3.3 The Secretary shall ensure the maintenance of the books of the Corporation including the By-laws and Policies.
- 4.3.4 If the Board of Directors or Corporation is in violation of any of their documents or related provincial or national governing documents, it is up to the Secretary to notify the Board of Directors.
- 4.3.5 The Secretary should provide a report of an annual review of the documents of the Corporation at the meeting of the Board of Directors previous to the annual general meeting for the purposes of any required changes being presented at the annual general meeting.
- 4.3.6 The Secretary shall give or cause to be given notice as required by Directors, Executive Committee, meetings of members and auditors. Executive Management shall be custodian of all books, papers, records and documents and other instruments belonging to the Corporation.

4.4 Treasurer

- 4.4.1 The Treasurer shall review all financial reports prior to presentation to the Board.
- 4.4.2 The Treasurer shall sign or countersign such instruments as require their signature and perform such other duties as may be required by the Board.
- 4.4.3 The Treasurer shall ensure the annual auditing of financial statements.
- 4.4.4 The Treasurer shall Chair the Finance Committee

4.5 Past President

- 4.5.1 The Past President shall, for a period of not more than one (1) year, provide guidance to the newly elected President on all aspects related to the President role.
- 4.5.2 The Past President, if not otherwise an elected Voting Director, shall not be a voting member of the Board of Directors and shall not count as quorum.
- 4.5.3 The Past President role shall only be encumbered in the event of the election of a new President.

4.6 Executive Management

- 4.6.1 Executive Management, shall act as the Operational Head of the Corporation in all ways except as restricted through other bylaws or provisions of the Board of Directors. Executive Management shall report to the Board of Directors at each meeting and prepare or have prepared the

- required documents for review at each Board and General meeting.
- 4.6.2 Executive Management oversees all staff.
- 4.6.3 Executive Management shall represent the Corporation in all ways, unless otherwise directed by the Board of Directors.
- 4.6.4 Executive Management shall review the monthly bank reconciliations.

4.7 Duties of Officers

- 4.7.1 In addition to the powers and duties prescribed by by-law, all Officers of the Corporation shall have such powers and duties as may be assigned from time to time by the Board.

4.8 Other Officers

- 4.8.1 The Board of Directors may from time to time appoint or elect such officers or agents as it deems necessary (e.g. hosting an event) and shall confer on them such powers and authority and they shall perform such duties as prescribed by the Board.
Terms of office for the Officers shall be one year term.

4.9 Agents and Attorneys

- 4.9.1 The Board may, from time to time, appoint agents or attorneys for the Corporation in or out of Ontario with such powers as may be decided fit.

4.10 Election / Appointment

- 4.10.1 The Board shall annually, at the first meeting of the Board of Directors following the annual general meeting or other special members meeting where there are elections, or as may be required after a Board seat has been vacated, elect as an officer of the Corporation, a President from among the Directors and shall from time to time appoint or elect as officers one or more Vice President, a Treasurer, a Secretary and such other positions as they may determine appropriate from time to time. No one person may hold more than one position as a voting officer.

5 Board of Directors Meetings

5.1 Meetings of Directors

- 5.1.1 Meetings of the Board shall be held at the head office of the Corporation or such other place (within or outside Ontario) as may be determined from time to time by the Directors.
- 5.1.2 A Director may participate in a Board meeting remotely through voice or video if unable to attend in person.
- 5.1.3 The Board will appoint a day or days in any month for regular meetings at a regular and commonly accessible hour by the Directors.
- 5.1.4 Notice shall be given to the Directors and members at least 7 days in advance via, as a minimum, a distributed electronic format and posting in the gym.
- 5.1.5 A meeting or portion of a meeting may be determined in camera by a motion of the Board, at which time other participants/observers may be asked to leave.
- 5.1.6 Unless as otherwise directed, meetings are closed to members of the Corporation.
- 5.1.7 If a regular Board meeting is determined to be in camera then notice must go out to that effect.

5.2 Timings and Format of Directors' Meetings

- 5.2.1 Meeting agendas shall be released to Directors 7 days in advance. Any changes to the agenda must be submitted in writing to the Chairperson more than 6 days from the meeting.
- 5.2.2 The agenda for a meeting shall be adhered to and shall not be deviated from unless a motion is put forward by a Director, and a majority of Directors approve. Otherwise all items for discussion should be in the agenda set for the meeting.
- 5.2.3 There shall be a minimum of eight (8) Board meetings annually as calculated from annual general meeting to annual general meeting and within a 12 month period.
- 5.2.4 Generally, Board of Directors meetings will be conducted as follows except that the Board may alter by voting, the order of business at any

meeting:

- Call to order by the Chairperson
- Adoption of Agenda
- Adoption of Minutes of previous meeting or meetings
- Report by the Executive Director
- New business as per items submitted to agenda
- Financial report
- Action item review
- Review of next meeting date
- Adjournment

6 Membership Meetings

6.1 Meetings of Members

6.1.1 There shall be two types of membership meetings.

6.1.2 Annual General Meeting

6.1.2.1 The meeting may be held at any place within the Province of Ontario as selected by the Board.

6.1.2.2 The meeting must be held within six (6) months of end of the Corporation's fiscal year.

6.1.2.2.1 The meeting shall be held for the purposes of receiving the reports and the statements required by the Act to be laid before the annual meeting, electing directors, appointing the auditors, and any such other business as is to be properly brought before the membership. The annual meeting shall normally be conducted by the following agenda. All reports shall be in writing and shall be filed with the Secretary.

6.1.2.3 Agenda

- Meeting called to order
- Opening address
- Verification of voting members and Determination of Quorum
- Appointment of recording secretary and voting scrutineer(s)
- Adoption of Agenda
- Adoption of minutes of last annual general meeting
- Reports
- Chairperson
- All standing and other committees and staff
- Report on Financial Statements (Treasurer and Auditor)
- Confirmation of Financial Statements
- Appointment of Auditors for the following year
- Confirmation of acts of Board of Directors
- Motion to the annual general meeting regarding by-laws and other matters
- Election of Board of Directors
- New business
- Chairperson's comments
- Adjournment

- Such order of business may be changed by majority vote of the membership present at the time of the meeting.
 - 6.1.2.4 Any motion to the annual general meeting from any voting member regarding the Corporation by-laws shall be submitted in writing to the Secretary 14 to 28 days prior to the annual general meeting.
- 6.1.3 Special Meetings
 - 6.1.3.1 Other meetings of the members may be convened by order of the President or the Secretary and any other Director or on direction by resolution of the Board, or by written request to the Secretary by one-third of all voting members.
 - 6.1.3.2 A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition
 - 6.1.3.3 The time and the place of such meeting shall be as directed by the convener. The notice for any special general meeting shall state the nature of business to be considered and only the stated purpose of the meeting shall be dealt with and the meeting shall not take place for at least 72 hours from publication of the meeting – which will be immediate upon receipt by the Secretary and determination of validity of the request.
 - 6.1.3.4 An agenda for the meeting shall be submitted in writing to the Secretary and shall be communicated to the members as per any general meeting.
- 6.1.4 Notice of Meetings to Voting Members
 - 6.1.4.1 Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, and reasonable information to permit Members to make informed decisions
 - 6.1.4.2 Executive Management is charged with giving such notices. Notice shall be deemed to have been properly given if mailed or emailed to each voting member, to each Director, and to the Corporation Auditors, and to their respective addresses as shown in the records of the Corporation or if delivered personally and if posted at the Ottawa Gymnastics Centre premises for four weeks (28 days) prior to the meeting.
 - 6.1.4.3 The accidental omission of notice or non-receipt of any notice by an intended recipient or any inadvertent error not affecting the

substance of the notice shall not invalidate any meeting or make void any acts or proceedings taken thereat and any voting member may at any time waive notice or may ratify, approve, or otherwise confirm any or all proceedings.

6.2 Quorum

6.2.1 At any general meeting a quorum of present Board members and ten (10) other voting members must be present in person.

6.2.1.1 If a quorum is not present within twenty (20) minutes of the time for which the meeting was called, the meeting, if convened upon requisition of a voting member, shall be dissolved.

6.2.1.2 In any other case the presiding officer (President or otherwise) shall adjourn the meeting to not less than seven (7) and not more than fourteen (14) days thereafter and the adjourned meeting shall be binding on the Corporation providing at least six (6) voting members are present. Notice of any adjourned meeting is not necessary.

6.2.1.3 Voting members and any non-voting Director, Auditor or other person (although not entitled to vote) who is or required to be present under provision of the Act or any by-law or other regulation, may attend

6.2.1.4 Each voting member present or proxy who is confirmed in good standing by the Secretary based on the then current voting member register shall be entitled to vote.

6.3 Proxy Votes

6.3.1 Every voting member, entitled to vote at a general meeting may appoint a person, who is a member, as their nominee to attend and act for them at the meeting to the extent and with whatever power the instrument appointing them states.

6.3.2 Such instrument appointing a proxy shall be in writing and the appointment shall be valid only for the specific meeting named.

6.3.3 A particular person shall be entitled to be a proxy for only one voting member at any meeting.

6.4 Scrutineer

6.4.1 At each general meeting one or more scrutineers shall be appointed by consent of the voting members present or the President may act in such capacity with voting consent of the meeting. Scrutineers need not be members of the Corporation and shall perform such duties pertaining to the act of voting as directed by the President.

6.5 Method of Determination of Questions

6.5.1 Unless otherwise provided for in the Act or the Corporation's by-laws, all questions shall be decided by simple majority vote except in the case of an equality of votes whether by poll or by show of hands, the question is defeated.

6.5.2 All questions shall be decided by show of hands unless a poll is demanded by

a member before the vote is taken. After a show of hands is taken on any question, any member may request, or the President may require a poll be taken. A poll shall be then taken in such manner as the President may be direct but the demand for a poll may be withdrawn before the poll is taken. If the poll is taken or if the vote is carried by show of hands on any question a declaration by the President that a resolution has carried or not carried and an entry to that effect in the minutes of the Corporation shall constitute prima facie proof of the fact without proof of the number or proportion of votes either way.

6.6 Waiving Notice

- 6.6.1 Notwithstanding any other provisions contained in the by-laws no notice of any general meeting (annual or otherwise) is necessary:
 - 6.6.1.1 when all members entitled to vote who are present in person and consent to the waiver of notice.
 - 6.6.1.2 when all members entitled to vote who are not present waive in writing, the requirement of notice of the meeting and/or the purpose for which it is called.

6.7 Adjournment

- 6.7.1 Except where specifically provided otherwise in the by-laws, the President may, with the consent of the voting members present at any general meeting and subject to conditions as the members at the meeting shall decide, adjourn the meeting from time to time and from place to place.

6.8 Accidental Omission

- 6.8.1 The accidental omission of notice or non-receipt of any notice by the intended recipient, or any inadvertent error not affecting the substance of the notice shall not invalidate the meeting or adjourn the meeting or make void any acts or proceedings taken or done thereat. Any member may at any time waive notice of such meetings and may ratify, approve or otherwise confirm all proceedings.

6.9 Amendment of By-laws

6.9.1 These By-laws may only be amended, revised, repealed or added to by:

6.9.1.1 Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or

6.9.1.2 A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

6.10 Notification Re: By-laws

6.10.1 Voting members may submit any suggestions, proposals or proposed changes to the by-laws, (addressed to the Secretary) for the Board of Directors' consideration. If such proposed changes are to be considered prior to any given annual general meeting, they must be received by the Secretary at least twenty (20) days prior to the annual general meeting.

7 Committees of the Board

- 7.1 The Board of Directors shall establish annually or as required from time to time such committees as are required where the function of such other committees shall be advisory only.
- 7.2 All Standing Committees, Special Committees and Subcommittees shall report and be responsible to the Board of Directors.
- 7.3 All committees shall keep detailed records of any proceedings at Committee meetings or elsewhere and all action shall be reported to the Board in writing at every Board of Directors meeting or at any other time or in any other manner required by the Board from time to time.
- 7.4 Unless otherwise specified by the Board each committee shall have the power to fix its own quorum, and to regulate its procedures.
- 7.5 The members and their powers shall be dictated by the Board at the time of the creation of the committee.

8 Fiscal Year

8.1 The fiscal year shall be July 1 to June 30 each year.

9 Membership Dues and Fees

9.1 The Board shall approve of and or determine and fix from time to time by majority resolution, membership dues or fees payable by all members of the Corporation.

10 Notices

- 10.1 Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, electronically or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the Director, Officer or Member at their address as the same appears on the books of the Corporation or by posting on the premises of the Corporation 10 days prior to the date for which the notice is to be effective. Any notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if sent by electronic mail, shall be held to be sent at the time and date indicated on the transmission confirmation sheet or when posted on the premises, 10 days after such posting. For the purpose of sending any notice, the address and phone number of any Member, Director or Officer shall be their last address and phone number as recorded on the books of the Corporation.
- 10.2 The signature to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 10.3 A certificate of the Secretary or other duly authorized Officer of the Corporation in the office at the time of the mailing of the certificate, as to facts in relation to the mailing or delivery of any notice to any Member, Director or Officer, or publication of any notice shall be prima facie evidence thereof and shall be binding on every Member, Director or Officer of the Corporation as the case may be.

11 Fundamental Changes

11.1 Fundamental Changes – A Special Resolution is required to make the following fundamental changes to the By-laws or articles of the Corporation.

Fundamental Changes are defined as follows:

- 11.1.1 Change the Corporation's name;
- 11.1.2 Add, change or remove any restriction on the activities that the Corporation may carry on;
- 11.1.3 Create a new category of Members;
- 11.1.4 Change a condition required for being a Member;
- 11.1.5 Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- 11.1.6 Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- 11.1.7 Add, change or remove a provision respecting the transfer of a membership;
- 11.1.8 Increase or decrease the number of, or the minimum or maximum

- number of, Directors;
- 11.1.9 Change the purposes of the Corporation;
- 11.1.10 Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- 11.1.11 Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- 11.1.12 Change the method of voting by Members not in attendance at a meeting of the Members; or
- 11.1.13 Add, change or remove any other provision that is permitted by the Act.

Bylaws - Finance

1 Borrowing

- 1.1 The Board of Directors may from time to time:
 - 1.1.1 borrow money on credit of the Corporation; or
 - 1.1.2 issue, sell or pledge securities of the Corporation; or
 - 1.1.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- 1.2 From time to time the Board of Directors may authorize any two directors, officers or employees of the Corporation or any other person to make arrangements with reference to the monies borrowed as aforesaid and as to terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

2 Delegation

- 2.1 The Board of Directors may from time to time by resolution delegate to the President and the Treasurer or to any two (2) officers of the Corporation, all or any of the powers conferred on the directors by paragraph 1.1 of this by-law to the full extent thereof or such lesser extent as the directors may in any such resolution provide.
- 2.2 The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.
- 2.3 The powers hereby conferred shall pass to any President or Treasurer upon election or appointment as said officer; any officer other than President or Treasurer must be named upon election or appointment as having such power conferred or same shall not pass ex-officio.
- 2.4 The officers named are authorized to complete and execute any corporate documents necessary to provide appropriate bank accounts or other bank

documents to carry on the business of the Corporation; such documents being supplied by the Corporation's bank or the Corporation's solicitors under the Bank Act of Canada, or for any branch of such bank.

3 Financing

- 3.1 The activities of the Corporation shall be financed by:
 - 3.1.1 membership fees, dues and other levies or assessments determined from time to time by the Board of Directors.
 - 3.1.2 donation, grants, bequests, gifts, endowments, awards or any other form of benefaction in cash or kind, solicited or otherwise received.
 - 3.1.3 proceeds from any other fundraising programs, activities, or undertakings that would yield revenue for the Corporation that may be approved from time to time by the Board of Directors.

4 Cheques, etc.

- 4.1 All cheques, bills of exchange or other orders for the payment of money, notes or other notices of indebtedness issued in the name of the Corporation, shall be signed by such officers, agents or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers for the credit of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance or certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

5 Deposit of Securities for Safe Keeping

- 5.1 The securities of the Corporation shall be deposited with one (1) or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the direction of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

6 Execution of Documents

- 6.1 Deeds, transfers, licenses, on behalf of the Corporation shall be signed by any two (2) of the following: President, Vice President, Secretary and Treasurer, or other designated Officer shall be affixed to such instruments as may require the same.
- 6.2 Contracts and engagements previously approved by the Board of Directors may be entered into on behalf of the Corporation by any two of the following: President, Vice President, Secretary, Treasurer and one member of Executive Management.

- 6.3 Any two (2) of the President, Vice President, Secretary, Treasurer, or any person or persons designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept same in the name and on behalf of the Corporation and may affix the corporate seal to any such transfers or acceptances of transfers.
- 6.4 They may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- 6.5 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

7 Acquire or Sell Assets

- 7.1 The Board of Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they deem advisable.

8 Bonding

- 8.1 Nothing shall prevent the Board of Directors from requiring such officers, employees or agents of the Corporation as the Board of Directors deems advisable to furnish bond for the faithful discharge of their duties, in such form, with such surety, and in such manner as the Board may prescribe from time to time.

9 Auditors

- 9.1 At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

10 Financial Statements and Books and Records

- 10.1 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual

Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- 10.1.1 The financial statements;
- 10.1.2 The auditor's report or review engagement (if any); and
- 10.1.3 Any further information respecting the financial position of the Corporation.

10.2 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- 10.2.1 The Corporation's articles and By-laws;
- 10.2.2 The minutes of meetings of the Members and of any committee of Members;
- 10.2.3 The resolutions of the Members and of any committee of Members;
- 10.2.4 The minutes of meetings of the Directors or any committee of Directors;
- 10.2.5 The resolutions of the Directors and of any committee of Directors;
- 10.2.6 A register of Directors;
- 10.2.7 A register of Officers;
- 10.2.8 A register of Members; and
- 10.2.9 Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.