



Niagara Falls Lightning Gymnastic Club

Annual General Meeting

Sunday, September 21, 2025

3:30-4:30 p.m.

Gale Centre, Memorial Room

5152 Thorold Stone Rd, Niagara Falls, ON L2E 0A2

1. Call to Order and Confirmation of Quorum, *Chelsea Pitul, President*
2. Welcome and Introductions, *Chelsea Pitul, President*
3. Approval of Agenda
4. Approval of Minutes
 - a. Approval of 2023-24 AGM Minutes – Sept 21, 2024
 - b. Approval of the minutes of the Special Members Meeting – Jan 28, 2025
5. Business Arising from the Minutes
6. Reports
 - a. Chair/President's Report, *Chelsea Pitul, President*
 - b. Treasurer's Report, *Charmaine Kissmann, Treasurer*
7. Approval of Audited Financial Statements & Appointment of Auditor
 - a. Approval of the 2024-2025 Audited Financial Statements
 - b. Appointment of Auditor for 2025-2026 fiscal year
8. Election of Directors
 - a. Number of Directors for Ensuing Term
 - b. Appointment of Election Chair
 - c. Presentation of nominations
 - d. Call for nominations from the floor
 - e. Voting and confirmation of results
9. Proposed Amendments to Bylaws and Letters Patent

SPECIAL RESOLUTION:

"Be it resolved, as a special resolution, that the bylaws of the Niagara Falls Lightning Gymnastics Club be amended as circulated to the members, with such amendments to take effect as of the close of this Annual General Meeting and applying

prospectively to the governance of the Club. The directors elected or appointed at this AGM shall continue to serve under the terms of their election or appointment. Be it further resolved that the Letters Patent be amended accordingly to reflect any such changes that require amendment, with such amendments to take effect upon filing with and approval by the appropriate government authority."

10. Other Business/Q&A

11. Adjournment

Niagara Falls Lightning Gymnastics Club (NFLGC)- Annual General Meeting (AGM)
Saturday, Sept 21st, 2024

1. **Opening Remarks-** meeting commenced at 15:32
 - Krista Unruh welcomed families to the AGM, look forward to the competitive season ahead
 - highlights of last season include Board of Directors securing \$19,000 from the Wise Guys Grant which is designated for trampoline equipment
 - fundraising opportunities were Kernels popcorn, Fielding wine, Big Reds, Calendar lottery: Club did well overall with fundraising
2. **Approval of Agenda (motion)-** approved on Sept 21st, 2024 by Marnie, seconded by Sarah
3. **Approval of 2022-2023 AGM Minutes from November 5th, 2023**—approved on Sept 21st, 2024, by Cheryl Kidd and seconded by Kelsie (Shannon's mom)
4. **Treasurer's Report (motion)-** Lynn Schmidt
 - Profit and Loss – discussed Operations only which includes Bingo, as Club has permission to utilize Bingo income, yet does not include other fundraising endeavours or Lightning By The Falls (LBTF) Competition
 - Operationally, the Niagara Falls Lightning Gymnastics Club (NFLGC) is struggling: loss of \$26,000 last year
 - Recreational program produces income for the Club, however, Competitive program produces a loss
 - Current operations are not working favourably for Club
 - Currently our competitive program draws on revenue from Recreational program
 - A business model where the Competitive Program draws funds from the Recreational Program can be successful, however, this is not the current business model in which NFLGC operates
 - Would need to develop new business model for NFLGC should the Club endeavour to operate in this manner
 - Fundraising generated \$34,000 last year
 - Ideally, Fundraising revenue should be used to purchase items needed for the Club (ex. new equipment) and should not be relied upon to run Operations
 - In current state, Operations draw upon funds from Fundraising
 - Fundraiser idea: Sponsorship/Leveled Sponsorship suggested (ex. different types of packages such as banner in club or banner in club plus social media posts, etc.)
 - Lightning by the Falls (LBTF) Competition: very lucrative, four (4) day event which produced \$71,000 income
 - LBTF income is sitting in an account- 2023-2024 Board of Directors voted and passed to utilize some of these funds to obtain yearly audited financial statements which will cost \$8,000-\$10,000 per year
 - New Ontario Not-For-Profit Corporation Act (ONCA) legislation now requires yearly audits
 - Due to the new ONCA legislation, NFLGC will now have to revamp its Constitution and By-Laws to ensure compliance with ONCA, and may need lawyer involvement to ensure Constitution and By-Laws are indeed compliant
 - Treasurer's Report approved on Sept 21st, 2024 by Sandro Rocco, seconded by Mark Dupont

5. Updated Constitution-

- Minor updates proposed from current Constitution to 'new' Constitution
- Board of Directors (BOD) will send out document to voting members outlining current Constitution and changes being proposed
- BOD will call special meeting for members to vote on said changes
- Only one (1) amendment motioned and approved, which is the change of the fiscal year. Fiscal year will now be July 1st to June 30th to align with competitive season
- Motion to waive the notice requirement of thirty (30) days to move the date of the fiscal year- approved by Marnie, seconded by Mark Dupont
- Motion to move dates of fiscal year from current year end of May 31st to June 30th approved by Mark Dupont, seconded by Joanna (Penelope's mom/Ben's wife)
- Grant funds: Financial reports do not need to be approved at AGM in order to apply for Grants
- Can apply for Grants with Financial reports in 'draft' and if approved, Grant fund will require approved financial reports from the AGM prior to officially giving the funds to NFLGC
- Having Year End and Financial Statements align, yet not having AGM approval of financial statements holds no bearing at time of Grant application
- Dates for Grant applications change yearly
- NFLGC BOD is compliant in regards to timeline of holding AGM in reference to fiscal year end
- The timeline of holding an AGM once the fiscal year has ended is six (6) months

6. Updated By-Laws- not approved or seconded due to new ONCA legislation

- Board of Directors (BOD) will send out document to voting members outlining current By-Laws and changes being proposed
- BOD will call special meeting for members to vote on said changes
- By-Laws are in need of a revamp in order to ensure compliance with new ONCA legislation

7. Affirmation of 2024-2025 Board of Directors (BOD)

- Chelsea Pitul – President
- Tim – Vice President
- Jasmine – Fundraising
- Amanda- Secretary
- Luana- Registrar
- Ben – Operations Manager
- Paul- Facilities
- Mark Dupont- Staff Liaison
- Cheryl Dupont- Member at Large
- Sandro Rocco- Member at Large
- Charmaine Kissmann- Treasurer
- Lynn Schmidt- Past President
- Passed special motion to approve change to BOD membership wording from “parent” to “guardian” as a way to open up BOD membership to include other family members/guardians of athlete
- Motion to waive the notice requirement of thirty (30) days to change wording of BOD

membership- approved by Kelsie, seconded by Joanna

- Special motion of BOD membership wording approved by Joanna, seconded by Kelsie
- Passed special motion to approve Lynn Schmidt to hold Past President BOD position, as description of this BOD position describes role as 'immediate' and Lynn held title of President during 2022-2023 season
- Special motion to approve Lynn Schmidt as Past President approved by Joanna, seconded by Kelsie
- BOD approved by Kelsie, seconded by Mandy

8. **Introduction of new President** – Chelsea Pitul

- BOD member during 2023-2024 season

9. **Introduction of new BOD members and their roles for 2024-2025 season**

- role titles disclosed during Affirmation of BOD
- listed some responsibilities of roles during Affirmation of BOD

10. **Q & A:**

How come the competitive program is losing money? Not enough athletes who are training longer hours (increased hours are directly proportionate to higher fees), expenses are staffing and paying travel costs (hotels, meal allowance) for staff for competitions

How many competitive athletes would be needed in order to produce revenue for the Club?

This is dependent on number of hours an athlete trains (more hours=higher fees), and the amount of athletes training at increased hours (more athletes training at longer hours=more income generated by competitive program)

Why do we need to move the fiscal year when it has been this way for many years? Would like the fiscal year to align with the competitive season for consistency and improve ease of financials for BOD member who holds the Treasurer position

Is Past President necessary? Yes, it is an advisory role and this member helps new BOD transition during up-coming year, and ensures new BOD has necessary information and resources to perform their duties. With this type of Not-for-Profit Organization, there is a lot of turn over on the BOD due to the nature of the sport, and it is beneficial for new BOD to have an experienced member of past to help.

Can we have an update on the Gymnastics Ontario investigation? The BOD was never informed by Gymnastics Ontario about the investigation and therefore, does not have any information to provide to membership. Competitive membership found out via Andrei. Any update of the investigation will need to be provided by Andrei.

Can membership review monthly BOD meeting minutes? BOD to review how to provide monthly meeting minutes to competitive membership. Will look into updating "Members" section of NFLGC website and potentially posting meeting minutes via that avenue rather than sending out emails

11. **Adjournment** – Sept 21st, 2024 AGM adjourned at 16:22

- Approved by Amy, seconded by Krista Unruh



Niagara Falls Lightning Gymnastic Club

Special Meeting of Members

Tuesday, January 28, 2025

6:30 – 7:30 pm

Online

Attendance:

Board Members: Chelsea Pitul (President), Charmaine Kissmann (Treasurer), Lynn Schmidt (Past-President), Amanda Sliter (Secretary), Paul Westlake, Sandro Rocco, Jazmyn Hammond

Members: Mandy Niznik, Nattalie Linger, Amy Mahler, Shahinaz Shahin, Joanna Abucay, Amanda McSpadden, Jason Young, Sarah Cacilhas, Corey Spiece, Roman Ivanov, Olivia Cai, Caitlyne Kissmann

Staff: Andrei Gorodetskii

1. Opening Remarks, *Chelsea Pitul, President*

President C. Pitul welcomed members and expressed appreciation for their time. With a quorum of 10 members confirmed, she officially called the meeting to order at 6:30 p.m.

2. Approval of Agenda

Motion

THAT the agenda for the Niagara Falls Lightning Gymnastic Club Jan 28, 2025 Special Meeting of Members is approved.

Moved by: P. Westlake

Seconded by: J. Abucay

Carried

3. Auditor's Report and Presentation of the 2023-2024 Audited Financial Statements, *Tiffany Tiffany Cecchetto, CPA, CA, Lead Audit Engagement Partner, KPMG*

C. Kissmann introduced Tiffany Cecchetto, Lead Audit Engagement Partner with KPMG.

T. Cecchetto reviewed the 2023-2024 draft audited financial statements, highlighted key points, explained the accompanying notes, and guided members through the Combined Audit Planning and Findings Report for the year ended June 30, 2024.

- This was the first-ever audit for the organization, which required extra effort but will be easier in the future.
- Audit Opinion: The financial statements were prepared in line with not-for-profit accounting standards in Canada.
- Qualification: A standard qualification related to the completeness of cash donations was noted, as is common for not-for-profits.

Financial Position (as of June 30, 2024):

- \$114,000 in cash reserves.
- Surplus of \$40,247 available for future use.
- Capital investments included \$198,000 spent on HVAC improvements and gym equipment.
- Deferred revenue includes grants from Wise Guys and Walmart for trampoline purchases.
- Loan taken to finance HVAC work (\$88,000 in long-term debt).

Revenue & Expenses (2023-2024):

- Revenue increased by 9.3% (\$53,000), with growth in competitive program fees, event revenue, and birthday party bookings.
- Expenses rose by 15.6% (\$606,000), reflecting increased teamwear purchases, Gymnastics Ontario fees, and amortization of the HVAC investment.
- "Lightning by the Falls" event generated approx. \$70,000 in surplus, but it will not be held this year, impacting revenue.
- Audit and professional fees added as a new expense line.

4. Approval of the 2023-2024 Audited Financial Statements, C. Kissmann, Treasurer

Motion

That the Niagara Falls Lightning Gymnastic Club 2023-2024 Audited Financial Statements are approved.

Moved by: P. Westlake

Seconded by: J. Hammond

Carried

5. Appointment of Auditor for 2024-2025 fiscal year, *C. Kissmann, Treasurer*

Audit fees are locked in under a five-year contract with KPMG, ensuring no major price changes.

Motion

That KPMG LLP be appointed as the auditor for the 2024-2025 fiscal year.

Moved by: J. Hammond

Seconded by: L. Schmidt

Carried

6. Amendment to Bylaws and Constitution, *C. Kissmann, Treasurer*

Overview of the Bylaw Revisions

- The bylaws were completely rewritten to comply with the Ontario Not-for-Profit Corporations Act (ONCA).
- Previously, the club had three governing documents:
 - Letters Patent (official incorporation document, unchanged).
 - Bylaws (governance rules, now fully updated).
 - Constitution (outdated and redundant, now revoked).
- Moving forward, the club will be governed only by the Letters Patent and Bylaws, eliminating contradictions and outdated policies.
- The changes ensure compliance with modern best practices for nonprofit governance while maintaining operational flexibility.

Key Changes in the Bylaws

1. Staff (including coaches) are now non-voting members
 - Under previous bylaws, staff had voting rights at the AGM.
 - Under revised bylaws staff are non-voting members. This status gives staff a voice, without having governance power over their employer, which is a conflict of interest.
 - Staff will still participate in meetings and provide input but will not have formal voting rights.
 - The board recognizes the importance of coach input and will maintain communication channels, including board liaisons.
2. Alignment with ONCA & Nonprofit Best Practices
 - The club is legally incorporated as a nonprofit with the Province of Ontario, meaning it must follow provincial governance rules.
 - The City of Niagara Falls affiliation remains important but is not a legal governance structure and does not belong in the bylaws.
 - The updated bylaws streamline decision-making, clarify roles, and ensure compliance with nonprofit regulations.

3. Membership Clarifications & Voting Rights

- The bylaws define who qualifies as a voting member, ensuring fairness and consistency.
- Parents and guardians of athletes remain voting members, while employees do not vote to avoid conflicts of interest.
- Voting members retain the power to approve major club decisions, elect the board, and shape the organization's future.

Q&A & Concerns Raised

Coach Voting Rights: Some members expressed concerns about removing coaches' voting rights. It was clarified that coaches will still have a voice, just not a formal vote at AGMs. The board will maintain open dialogue with staff through regular meetings and a designated liaison.

Legal Review of Bylaws: Some members suggested hiring a lawyer to review the updated bylaws for legal accuracy. The board explained that the bylaws were based on legally vetted templates and customized for the club. The board will consider seeking legal input before the next AGM rather than delaying approval.

Motion

That the amended bylaws as presented are approved effective immediately. These bylaws are intended to replace any prior versions and align the governance and operations of the Club with the requirements of the Ontario Not-for-Profit Corporations Act (ONCA) and current organizational needs.

That the constitution of the Niagara Falls Lightning Gymnastic Club, adopted in 1997, be formally revoked, and that the governance of the Club henceforth be conducted under its Articles of Incorporation and Bylaws, in accordance with the requirements of the Ontario Not-for-Profit Corporations Act (ONCA).

Moved by: J. Hammond

Seconded by: C. Spiece

Carried unanimously

The club will now operate under its Letters Patent and revised Bylaws.

7. 2025 Fundraising Drive, C. Pitul, President

Upcoming Fundraisers:

- February: Konzelman Winery fundraiser (online ordering)
- March: MacMillan's fundraiser
- April: Calendar lottery
- May: Big Reds fundraiser

New Incentive for Competitive & Recreational Families:

- Competitive members must raise a minimum of \$400 per year.
- New incentive: Any amount raised beyond \$400 (excluding calendar lottery), 50% will go to the club, and 50% will be credited toward fees.
- Recreational families can also participate in fundraising, with 50% of their fundraising credited toward fees (except calendar lottery)

Q&A:

- Clarification on the \$400 requirement is per year, not per fundraiser.
- "Lightning by the Falls" event: The club intends to apply to host it again next year and is looking for volunteers to help organize it, including a Meet Director.

8. Q & A – no further questions

9. Adjournment

Motion

That the Niagara Falls Lightning Gymnastic Club Special Meeting of Members be adjourned.

Moved by: P. Westlake

Meeting adjourned at 7:15 p.m.

Financial Statements of

**NIAGARA FALLS LIGHTNING
GYMNASTIC CLUB**

And Independent Auditor's Report thereon

Year ended June 30, 2025

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Members of Niagara Falls Lightning Gymnastic Club

Qualified Opinion

We have audited the financial statements of Niagara Falls Lightning Gymnastic Club (the Entity), which comprise:

- the statement of financial position as at June 30, 2025
- the statement of operations for the year then ended
- the statement of changes in net assets for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, except for the possible effects of the matter described in the "***Basis for Qualified Opinion***" section of our auditor's report, the accompanying financial statements, present fairly, in all material respects, the financial position of the Entity as at June 30, 2025, and its results of operations, its changes in net assets and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Qualified Opinion

In common with many not-for-profit organizations, the Entity derives revenue from fundraising activities, the completeness of which is not susceptible to satisfactory audit verification. Accordingly, verification of these revenues was limited to the amounts recorded in the records of the Entity.

Therefore, we were not able to determine whether any adjustments might be necessary to:

- the current assets reported in the statement of financial position as at June 30, 2025
- the fundraising revenues and excess (deficiency) of revenue over expenses reported in the statement of operations for the year then ended

- the net assets, at the beginning and end of the year, reported in the statement of changes in net assets for the year then ended
- the excess (deficiency) of revenue over expenses reported in the statement of cash flows for the year then ended

Our opinion on the financial statements for the year ended June 30, 2024 was qualified accordingly because of the possible effects of this limitation in scope.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the “**Auditor’s Responsibilities for the Audit of the Financial Statements**” section of our auditor’s report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity’s ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Chartered Professional Accountants, Licensed Public Accountants

Sudbury, Canada

September 20, 2025

NIAGARA FALLS LIGHTNING GYMNASTIC CLUB

Statement of Financial Position

Year ended June 30 2025, with comparative information for June 30, 2024

	2025	2024
Assets		
Current assets:		
Cash	\$ 67,785	\$ 114,216
Accounts receivable	4,415	789
Inventory	16,341	16,341
Prepaid expenses and deposits	14,625	14,252
	103,166	145,598
Capital assets (note 2)	189,185	224,304
	\$ 292,351	\$ 369,902
Liabilities and Net Assets		
Current liabilities:		
Accounts payable and accrued liabilities (note 3)	\$ 34,398	\$ 37,498
Deferred revenue (note 5)	57,608	64,711
Current portion of long-term debt (note 4)	21,642	19,983
	113,648	122,192
Long-term debt (note 4)	138,325	159,966
	251,973	282,158
Net assets:		
Unrestricted	11,160	43,389
Investment in capital assets	29,218	44,355
	40,378	87,744
Commitments (note 6)		
	\$ 292,351	\$ 369,902

See accompanying notes to financial statements.

On behalf of the Board:

Director

Director

NIAGARA FALLS LIGHTNING GYMNASTIC CLUB

Statement of Operations

Year ended June 30 2025, with comparative information for June 30, 2024

	2025	2024
Revenue:		
Recreational programs	\$ 286,082	264,914
Competitive programs	232,267	215,998
Invitational meets	-	96,830
Fundraising	34,711	24,057
Lottery and Bingo	27,814	20,057
Other	1,804	-
Interest income	1,864	1,883
	584,542	623,739
Expenses:		
Wages and benefits	266,776	234,823
Rent and facility	167,804	161,030
Competitive programs	39,231	52,601
Amortization	35,119	35,120
Invitational meets	-	25,303
Service charges	17,686	18,863
Professional fees	22,769	16,392
Fundraising	21,195	16,348
Interest	13,674	15,205
Recreational programs	19,990	15,153
Gym equipment	-	4,105
Office	11,321	3,536
Insurance	3,733	3,250
Bad debt	443	2,320
General membership fees	2,181	2,147
Advertising	1,282	67
Travel expenses and mileage	8,704	-
	631,908	606,263
Excess (deficiency) of revenue over expenses	\$ (47,366)	\$ 17,476

See accompanying notes to financial statements.

NIAGARA FALLS LIGHTNING GYMNASTIC CLUB

Statement of Changes in Net Assets

Year ended June 30 2025, with comparative information for June 30, 2024

	2025		
	Unrestricted	Investment in Capital Assets	Total
Net assets, beginning of year	\$ 43,389	\$ 44,355	\$ 87,744
Deficiency of revenue over expenses	(47,366)	-	(47,366)
Net change in investment in capital assets	15,137	(15,137)	-
Net assets, end of the year	\$ 11,160	\$ 29,218	\$ 40,378

	2024		
	Unrestricted	Investment in Capital Assets	Total
Net assets (deficiency), beginning of year	\$ 45,134	\$ 25,134	\$ 70,268
Excess of revenue over expenses	17,476	-	17,476
Net change in investment in capital assets	(19,221)	19,221	-
Net assets, end of the year	\$ 43,389	\$ 44,355	\$ 87,744

See accompanying notes to financial statements.

NIAGARA FALLS LIGHTNING GYMNASTIC CLUB

Statement of Cash Flows

Year ended June 30 2025, with comparative information for June 30, 2024

	2025	2024
Cash flows from operating activities:		
Excess (deficiency) of revenue over expenses	\$ (47,366)	\$ 17,476
Adjustments for:		
Amortization of capital assets	35,119	35,120
	(12,247)	52,596
Change in non-cash working capital:		
Increase in accounts receivable	(3,626)	(15)
Increase in prepaid expenses and deposits	(373)	(34)
Increase in inventory	-	(5,042)
Increase (decrease) in accounts payable and accrued liabilities	(3,100)	8,231
Increase (decrease) in deferred revenue	(7,103)	17,841
	(26,449)	73,577
Cash flows from investing activities:		
Acquisition of capital assets	-	(35,889)
Cash flows from financing activities:		
Repayment of long-term debt	(19,982)	(18,452)
Increase (decrease) in cash	(46,431)	19,236
Cash, beginning of year	114,216	94,980
Cash, end of year	\$ 67,785	\$ 114,216

See accompanying notes to financial statements.

NIAGARA FALLS LIGHTNING GYMNASTIC CLUB

Notes to Financial Statements

Year ended June 30, 2025

Niagara Falls Lightning Gymnastic Club ("the Organization"), is incorporated without share capital under the laws of Ontario. Its principal activities include providing recreation and competitive gymnastics programs to the Niagara Region.

1. Significant accounting policies:

These financial statements have been prepared by management in accordance with the Canadian accounting standards for not-for-profit organizations in Part III of the CPA Handbook – Accounting. The Organization's significant account policies are as follows:

(a) Revenue recognition:

The Organization accounts for contributions under the deferral method of accounting.

Contributions including, fundraising and donations are recognized as revenue when received or receivable if the amounts can be reasonably estimated and collection is reasonably assured.

Competitive and recreational program fees are recognized over the term of the program programming.

Other revenue streams, such as invitational meets are recognized as the services are provided/delivered, the amounts are reasonably estimated and collection is reasonably assured.

(b) Capital assets:

Capital assets are stated at cost less accumulated amortization. Amortization is provided on the straight-line basis over the estimated useful lives of the assets as follows:

Equipment and fixtures	5 years
Leasehold improvements	Term of lease

(c) Inventory:

Inventory is stated at the lower of cost, determined on a first-in, first-out basis, and net realizable value.

NIAGARA FALLS LIGHTNING GYMNASTIC CLUB

Notes to Financial Statements (continued)

Year ended June 30, 2025

1. Significant accounting policies (continued):

(d) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Significant items subject to such estimates and assumptions include the carrying value of capital assets and the valuation of certain accrued liabilities. Actual results could differ from those estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the year in which they become known.

(e) Financial instruments:

Financial instruments are recorded at fair value on initial recognition. Freestanding derivative instruments that are not in a qualifying hedging relationship and equity instruments that are quoted in an active market are subsequently measured at fair value. All other financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. The Organization has not elected to carry any such financial instruments at fair value.

Transaction costs incurred on the acquisition of financial instruments measured subsequently at fair value are expensed as incurred.

2. Capital assets:

			2025	2024
	Cost	Accumulated amortization	Net book value	Net book value
Equipment and fixtures	\$ 43,909	\$ 22,376	\$ 21,533	\$ 28,710
Leasehold improvements	229,819	62,167	167,652	195,594
	\$ 273,728	\$ 84,543	\$ 189,185	\$ 224,304

3. Accounts payable and accrued liabilities:

Included in accounts payable and accrued liabilities are government remittances payable of \$80 (2024 - \$500)

NIAGARA FALLS LIGHTNING GYMNASTIC CLUB

Notes to Financial Statements (continued)

Year ended June 30, 2025

4. Long-term debt:

Long-term debt is comprised of the following:

E.S. Fox Limited:	
Loan, unsecured, bearing interest at 8%, with blended monthly payments of \$2,805 maturing July 1, 2031	\$ 159,967
Current portion of long-term debt	(21,642)
	<hr/> \$ 138,325 <hr/>

Principal repayments are as follows:

2025	\$ 21,642
2026	23,438
2027	25,383
2028	27,490
2029	29,772
Thereafter	32,242
	<hr/> \$ 159,967 <hr/>

5. Deferred revenue:

The balance consists of:

	2025	2024
Recreational program fees	\$ 23,932	\$ 21,820
Restricted donations	20,000	20,000
Restricted bingo and lottery	10,368	17,338
Other	3,308	5,553
	<hr/> \$ 57,608	<hr/> \$ 64,711 <hr/>

The restricted donations have been received from external donors and are restricted for the purchase of certain capital items.

The restricted bingo and lottery revenues are required to be utilized for expenses in accordance with the Ontario Lottery and Gaming ("OLG") requirements.

NIAGARA FALLS LIGHTNING GYMNASTIC CLUB

Notes to Financial Statements (continued)

Year ended June 30, 2025

6. Commitments:

The Organization is committed to monthly lease payments for the rental of the building in the amount of \$10,145 plus HST for the period of September 1, 2021 to August 31, 2031. At the date of expiration of the lease agreement there is an option to renew for an additional five-year term upon expiration. The agreement also includes provisions that allow for early termination by the landlord under certain conditions.

7. Financial risks and concentration of credit risk:

(a) Liquidity risk:

Liquidity risk is the risk that the Organization will be unable to fulfill its obligations on a timely basis or at a reasonable cost. The Organization manages its liquidity risk by monitoring its operating requirements. The Organization prepares budget and cash forecasts to ensure it has sufficient funds to fulfill its obligations. There has been no significant change in liquidity risk when compared to 2024.

(b) Credit risk:

Credit risk refers to the risk that a counterparty may default on its contractual obligations resulting in a financial loss. The Organization is exposed to credit risk with respect to the accounts receivable. The Organization assesses, on a continuous basis, accounts receivable and provides for any amounts that are not collectible in the allowance for doubtful accounts. There has been no significant change in credit risk when compared to 2024.

(c) Interest rate risk:

The Organization is exposed to interest rate risk on its fixed interest rate financial instruments. Further details about the long-term debt are included in note 4.

Niagara Falls Lightning Gymnastic Club
Board of Directors 2025-2026 Candidate Roster

Jazmyn Hammond

No statement provided.

Dean Kluke

Dean has been part of the Lightning community for over a decade and is deeply committed to its success. With more than 10 years of involvement as a parent and supporter, he brings continuity and insight into the Club's culture and values. Dean's motivation is to help the team and organization continue to grow, leveraging his long-term connection and understanding of the needs of both athletes and families.

Charmaine Kissmann

Charmaine is an experienced Board member and has served as Treasurer since September 2024. In this role, she successfully led the Club's first financial audit and has worked to strengthen financial oversight and strategic planning. She also played a key role in implementing Safe Sport policies and modernizing operations by introducing Microsoft 365 for secure email and file sharing. Professionally, Charmaine is a Chartered Professional Accountant (CPA) with an MBA and over 20 years of experience in financial management, governance, and organizational leadership. Her bilingual skills (English and French) and track record of innovation make her a strong asset for both financial stewardship and strategic growth.

Nattalie Linger

Nattalie is a professional social worker with over 10 years of experience working with children and families. As the parent of a gymnast, she understands the importance of creating a fun and supportive environment for athletes. Although she has not served on a board before, her professional background equips her with skills in advocacy, conflict resolution, and child development that would strengthen the Club's ability to support its athletes and families. Her enthusiasm to learn, share ideas, and give back to the community reflects her strong motivation to contribute positively as a Board member.

Amy Mahler

Amy is a CPA with extensive governance and financial expertise, bringing more than a decade of board service experience. She has worked as a director for a school board, served on several boards over the years, and currently sits on the board of *La Boîte à Soleil*.

In addition to her governance work, Amy volunteers with Therapeutic Paws of Canada, underscoring her strong community commitment.

As a parent, Amy is passionate about ensuring the Club's decisions balance the needs of athletes with the long-term sustainability of the organization. Her goal is to contribute positively to a supportive, inclusive, and well-governed club where athletes can thrive.

Chelsea Pitul

Chelsea is the current President of the Board of Directors, stepping into the role after joining the Board the previous year. Passionate about the gymnastics community, she has embraced the opportunity to learn, grow, and connect with others through her leadership.

With 16 years of experience as an Early Childhood Educator, Chelsea brings strong skills in child development, communication, and teamwork to the role. Now transitioning into new professional pursuits, she balances her dedication to the Club with her busy family life as a mother of two. Her energy, empathy, and leadership experience make her a strong advocate for athletes and families in the gymnastics community.

Sandro Rocco

Sandro brings a blend of professional and community leadership experience. He has served as a member-at-large on the Board and has additional governance and planning expertise from his professional role as a senior manager. His background in strategic planning and coaching sports teams gives him a strong understanding of teamwork, accountability, and long-term growth. Sandro's experience equips him to contribute effectively to policy development, operational oversight, and community engagement.

Lynn Schmidt

Lynn has served on the Board of Directors for the past 10 years, throughout her daughters' involvement in the competitive program. She also contributed as Meet Director for Lightning's annual Provincial Qualifier, *Lightning by the Falls*. In 2023, she was honoured with Gymnastics Ontario's Volunteer of the Year Award, recognizing her outstanding contributions at the local club level. Professionally, Lynn is the COO of a local private school, bringing governance, operational, and leadership expertise to the Board. She also gives back to her community as part of a worship team at her local church. Her long-standing commitment to the Club, professional leadership experience, and history of volunteerism make her an invaluable Board member.

Amanda Sliter

Amanda has previously served on the Board and is motivated to continue supporting the Club's growth. As a dedicated gymnastics parent, she brings firsthand understanding of the athlete and family experience, and a strong commitment to the ongoing success of the organization. Her experience on the Board gives her familiarity with Club governance and operations, ensuring continuity and stability in leadership.

Justin Sliter

Justin is a Network Administration and Tech Support Lead with over 13 years of experience in the technology sector. His expertise spans Microsoft 365 administration, networking, cybersecurity, server management, web and graphic design, budgeting, procurement, project management, and policy compliance. This breadth of professional skills positions him to contribute strongly to the Club's IT, communications, and operational systems.

Motivated by his daughter Jordyn's involvement in gymnastics over the past four years, Justin has become increasingly engaged with the Club through volunteering and fundraising. With his wife Amanda already serving on the Board, Justin has seen firsthand the effort required to support the Club's growth and is eager to contribute to making the organization stronger. His combination of technical expertise, management experience, and family connection makes him a valuable candidate for the Board.

Stephanie Watson

Stephanie brings over 25 years of combined experience in business ownership and corporate franchise leadership. She has led diverse teams, built supportive workplaces, and partnered with communities to deliver charitable initiatives. In her corporate roles, including Chief Operating Officer, she has managed budgets, planned operations, and developed both short- and long-term strategies with a focus on balancing organizational and stakeholder needs. She has also served on a national Diversity, Equity, and Inclusion committee.

Her motivation comes from wanting her daughter to grow within an organized, safe, and fair gymnastics community. Stephanie aims to bring her leadership experience, strategic thinking, and community-focused approach to the Board, ensuring the Club remains inclusive, financially strong, and a place where families are proud to see their children thrive.

Summary of Proposed Changes to Bylaws

	Current	Proposed	Rationale
Board composition	2/3 to be “Members” Members included non-competitive and general members	75% of Directors to be voting members (i.e. parents/guardians of registered competitive gymnasts and registered competitive gymnasts over 18)	Ensures that parents and guardians remain the priority on the Board, while allowing the Club to fill all positions with skilled and supportive members as required.
Term Limits	no limit	5-year max., 2 year break	Promotes board renewal, and ensures governance best practices.
Nominating Committee	Past-chair is chair of committee Board approves terms of reference	No chair specified Committee puts forward a slate of names to be circulated with the meeting notice Give priority to competitive families	Ensures that the Nominating Committee helps identify qualified candidates while protecting Members’ rights to nominate directors directly. Aligns with governance best practices for nonprofit organizations.
Officers - President	no term limit for president	3-year limit for President	Prevents indefinite service by directors, promotes board renewal and ensures governance best practices.
Past President	voting & officer	advisory non-voting and not an Officer	Avoids unelected influence over board decisions while still providing continuity. Ensures that all voting directors are elected by members in accordance with ONCA.
Officers – Multiple Roles	Officer can hold multiple roles	Officer cannot hold multiple roles; with a temporary ≤4-month dual-role exception extendable by member vote	Strengthens governance by preventing concentration of power and keeping key duties separate, while still allowing short-term flexibility if the Board cannot immediately fill all officer roles.
Vacancy	no notice to members	Board must notify members within 15 days when a vacancy arises and when an interim appointment is made.	Strengthen transparency and accountability in Board governance. Members are notified promptly when a vacancy arises and when an interim appointment is made, ensuring they are kept informed of changes between annual meetings. This avoids surprises at the AGM, reinforces trust in the Board’s decision-making, and aligns the Club with good governance practices.
Vacancy	Board <u>may</u> fill vacancy...	Board <u>must</u> fill vacancy within 90 days if number of Directors falls below 7	Reduces the risk of control by a very small group.
Membership & voting structure	Broad member categories; all members in good standing vote (1 vote per family; general members 1 per person); employees are non-voting	Create classes: <ul style="list-style-type: none">• <u>Voting Members</u> (competitive families & adult competitive athletes) and• <u>Associate Members</u> (non-voting) (e.g., recreational families, alumni, supporters). Also reiterates 1 vote per family.• <u>Employees</u> remain non-voting and cannot be appointed to Board	Clarifies membership by creating two classes: Voting Members, limited to parents/guardians of competitive gymnasts and adult competitive gymnasts, and Associate Members, who may contribute, and even serve on the Board, but do not vote at Member meetings. This strengthens competitive family control over decision-making, while still allowing alumni and community supporters to participate in governance. <i>(Note: moving voting rights into classes may requiree matching articles changes under ONCA.)</i>

Niagara Falls Lightning Gymnastic Club

BY-LAWS

Amended: ~~January 28, 2025~~ September 21, 2025

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SECTION 1 - GENERAL

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Annual General Meeting” means the General Meeting of Members to be held annually;
- c. “Articles” shall mean the Club’s Articles of Incorporation, Letters Patent or Supplementary Letters Patent as amended from time to time;
- d. “Associate Member” means a non-voting member as defined in Section 8.01;
- e. “Auditor” is a certified individual or public accounting firm appointed by the Board at the Annual Meeting to audit the books, accounts and records of the Club, or perform a review engagement, for a report to the Members at the next Annual Meeting in accordance with the Act.
- f. “Board” means the board of directors of the Corporation;
- g. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- h. “Chair” the President is the chair of the Board;
- i. “Club” means the Corporation registered as Niagara Falls Lightning Gymnastic Club;
- j. “Corporation” means the Corporation registered as Niagara Falls Lightning Gymnastics Club;
- k. “Director” means an individual elected or appointed to serve on the Board pursuant to these By-Laws;
- l. “Gymnastics Ontario” means Gymnastics Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for gymnastics in Ontario.
- m. “Member” means a voting member of the Club as defined in Section 8.01 that is not in default in payment of dues, fees or assessments and is not suspended;
- n. “Officer” means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-Laws;
- o. “Ordinary Resolution” means a resolution passed by the majority of the votes cast on that resolution; and
- p. “Special Resolution” means a resolution ~~passed a resolution~~ passed by not less than two-thirds of the votes cast on that resolution.

- q. "Written Notice" means notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

1.02 – Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 – Severability & Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Objects of the Corporation

The Objects of the Corporation are:

The establishment and operation of a gymnastics club for the purpose of:

- a) Promoting interest and participation in the sport of gymnastics;
- b) Providing instruction, training and opportunities for self-development and leadership in the field of gymnastic activities;
- c) Arranging matches and competitions and establishing and granting prizes, awards and distinctions;

and such complementary purposes not inconsistent with these objects.

1.05 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.06 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any individual(s) that can bind or that have delegated signing authority as approved by the Board. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – DIRECTORS

2.01 Composition and Term

- a) The Board of Directors ("the Board") shall consist of ~~a minimum of~~ a minimum of three (3) and a maximum of fifteen (15) Directors,~~;~~ as determined by the Members at the Annual General Meeting (AGM) or as otherwise specified in the by-laws. At least ~~two-thirds~~seventy-five percent (75%) of Directors shall be ~~Members voting members in accordance with Sub-Section 8.01 a).~~

- b) Directors shall serve for a term of one year from the date of their appointment or until the next annual general meeting, unless otherwise determined by the members at the annual general meeting.
- c) Directors may be re-elected for successive terms ~~without limit, but no director shall serve more than five (5) consecutive years. After reaching this maximum, a director must step down for at least two (2) years before being eligible for re-election.~~
- d) ~~The immediate Past-President, if available and willing to serve, is an ex-officio non-voting member of the Board for a one-year term after serving their last term as Chair/President. This service does not count toward director term limits, and the Past President shall not be considered a Director for the purpose of term eligibility.~~

2.02 Appointment of Directors

- a) A minimum of seven (7) Directors shall be elected by the members of the Club at the AGM or a Special General Meeting called for that purpose.
- b) The election of directors shall be conducted in accordance with the following process:
 - For inclusion in the AGM package, Nominations shall be submitted in advance of the meeting, as prescribed by the Board.
 - Nominees must consent to their nomination and confirm their eligibility to serve. If a nominee is unable to attend the AGM or Special General Meeting, their consent must be provided in writing and submitted to the Secretary before the meeting.
 - Voting shall be conducted by a show of hands, unless a Member requests a vote by secret ballot.
 - Nothing in this section prevents Members from making additional nominations from the floor at the AGM.
- c) If the number of nominees is less than or equal to the number of available positions, the nominees shall be declared elected by acclamation and no formal vote shall be required.

2.03 Eligibility

To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found to be incapable by a court or incapable of managing property under Ontario law;
- c) Not have the status of bankrupt;
- d) Not be a paid employee of the Club;
- e) ~~Shall be willing to abide by the policies and By-Laws governing the Club, Gymnastics Ontario and Safe Sport Canada and not be under suspension by Gymnastics Ontario~~

2.04 Vacancies

The office of a Director shall be vacated immediately if:

- a) the Director resigns office:
 - by written notice to the Club, which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later; or

- a Director is considered to have resigned if they miss three consecutive Board meetings without leave approved by the Board
- b) the Director dies or becomes bankrupt;
- c) the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- d) the Director is under suspension by Gymnastics Ontario;

A director may be removed from office by a resolution passed by a majority of the members present at a Special General Meeting called for that purpose. Notice of the intention to remove the director must be provided to the membership and the director a minimum of ten (10) days in advance of the meeting. Such person can speak to the motion but shall not have a vote when the question of removal from office is decided.

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c) a quorum of Directors may appoint an eligible individual to fill a vacancy on the Board until the next annual meeting, at which time the position shall be filled through election by the Members. The number of directors appointed by the Board cannot exceed one-third of the number of directors elected at the last ~~meeting of~~ annual meeting of Members.
- d) The Board shall notify the membership in writing within fifteen (15) days of a vacancy arising and of any appointment made to fill a vacancy until the next Annual General Meeting.
- e) If the number of Directors falls below seven (7) due to vacancies, the Board shall appoint replacements in accordance with 2.05c) or call a special meeting of Members in accordance with 2.05b) within 90 days of the vacancy.

2.06 Duties of Directors

Duty of Care: Directors shall act honestly, in good faith, and in the best interests of the Club, exercising the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Duty of Loyalty: Directors shall place the interests of the Club above their own personal interests and avoid any conflicts of interest.

Duty of Compliance: Directors shall ensure the Club complies with all applicable laws, regulations, and its governing documents, including the Ontario Not-for-Profit Corporations Act, 2010 (ONCA).

2.07 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Club in another capacity. However, Directors may be reimbursed for reasonable expenses via a per diem or submission of expenses for meetings as determined by the Board that they may incur in either of those capacities.

SECTION 3 – BOARD OF DIRECTORS

3.01 Powers and Responsibilities

The Board of Directors ("the Board") is responsible for managing or supervising the management of the activities and affairs of the Corporation in accordance with the Club's mission, vision, and objectives.

The Board of Directors may administer the affairs of the Club in all matters and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Club is, by its charter, or otherwise authorized to exercise and do.

Without any way derogating from the foregoing, the Board of Directors are expressly empowered 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 Club for such consideration and upon such terms and conditions as they may deem advisable.

The Board shall ensure:

- a) **Strategic Oversight:**
 - Establish and review the Club's mission, vision, values, and strategic priorities.
 - Approve policies and initiatives that align with the Club's objectives.
- b) **Financial Stewardship:**
 - Approve the annual budget and oversee the Club's financial health.
 - Ensure proper financial controls, audits, and risk management processes are in place.
 - Monitor the Club's financial performance and ensure compliance with funding requirements.
- c) **Governance:**
 - Appoint and evaluate officers of the Club, including the Chair (President), Vice-Chair, Secretary, and Treasurer.
 - Develop and maintain governance policies and procedures, including conflict of interest and code of conduct policies.
 - Ensure effective succession planning and recruitment of new directors.
- d) **Oversight of Operations:**
 - Oversee the programs, services, and activities of the Club to ensure they align with the mission and objectives.
 - Ensure that risks to the Club's operations are identified and managed appropriately.

e) **Compliance and Accountability:**

- Ensure the Club fulfills its legal and ethical obligations, including compliance with ONCA and other applicable laws.
- Approve and oversee reporting to stakeholders, including members, funders, and regulatory authorities.

f) **Advocacy and Representation:**

- Represent the Club to the community, stakeholders, and partners.
- Advocate for the advancement of gymnastics and the Club's role in promoting the sport.

3.02 Delegation of Authority

The Board may delegate the day-to-day management of the Club's operations to officers, committees, or staff but retains ultimate responsibility for oversight.

3.03 Accountability to Members

The Board is accountable to the Club's members and shall provide regular reports on the Club's activities, financial status, and strategic priorities at the Annual General Meeting and as required.

3.04 Committees

Executive Committee

The Board shall appoint an Executive Committee comprised of the Chair (President), Vice-Chair (Vice-President) and Treasurer, and may also include other members determined by the Board. The Executive Committee shall meet from time to time on governance and financial decisions affecting the Club. The Executive Committee shall appoint any persons to be the attorneys or agents of the Club, with such powers and upon such terms as may be deemed necessary. The Committee shall oversee the financial expenditures and the day-to-day operations of the Club.

The Past President may be invited to Executive Committee meetings upon the request of the Chair.

Nominating Committee

The Board shall appoint a Nominating Committee ~~to be established~~ for the purpose of identifying and recommending putting before to the Members, ~~a slate of names of Members, or individuals representing Members, who are willing to stand~~ candidates for election to the Board. The Nominating Committee shall ~~be chaired by the Past President~~ solicit interest from Members and may also consider other eligible individuals who support the purposes of the Corporation. ~~The Board shall approve the Committee's terms of reference. Priority shall be given to parents and legal guardians of registered competitive gymnasts.~~

The names of candidates recommended by the Nominating Committee shall be circulated with the notice of the meeting of Members at which the election will take place. Nothing in this section prevents Members from making additional nominations at the meeting.

Other Committees

The Board may appoint any other committees as required and as approved by the Board. The Board shall approve all Committee terms of references.

SECTION 4 – BOARD MEETINGS

4.01 Regular Meetings

The Board shall hold regular meetings, with a minimum of four (4) meetings per year, to discuss and make decisions regarding the Club's activities and affairs. The Chair may fix the time, place and means of regular Board meetings.

4.02 Calling of Meetings

The Chair or any two Directors may call a meeting of Directors at any time and any place on notice as required by this by-law.

4.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this by-law to every Director of the Club not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice Chair shall act as the Chair. If the Vice Chair is unable to act as Chair, the Directors will choose another Director to serve as Chair.

4.05 Voting and Quorum

Quorum for Board meetings shall be 50% plus 1 of all Directors, but in no event shall be less than 3 Directors. No person shall act for an absent Director at a meeting of directors.

Each Director, except the Chair, is entitled to one vote at a meeting of the Board. Voting will be by a show of hands, unless a Director demands that a vote by ballot be taken. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the Chair will cast the deciding vote.

A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible as evidence as proof of the resolution. Proof of the number or proportion of the votes recorded in favour of or against such resolution, is not required to be recorded unless so demanded by a Director.

4.06 Participation by Electronic Means

Board and Committee meetings may be held by electronic means or a combination of electronic and in-person (hybrid) as long as the method permits all participants to communicate adequately with each other during the meeting in real time (e.g. video, phone, live chat). A Director may participate in

a meeting of the Board or of a Committee of the Board by electronic means. A Director participating by such means is deemed to be present at that meeting.

4.07 Directors' Written Resolution

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a duly called and constituted meeting of the board or committee.

The written resolution may be signed electronically, provided the method used for electronic signing:

- Identifies the person signing the resolution, and
- Indicates their approval of the content of the resolution.

The written resolution may be executed in counterparts, and each signed counterpart, whether signed in physical or electronic form, shall constitute an original document.

A copy of every resolution made in writing shall be kept with the minutes of the proceedings of the Directors.

SECTION 5 – OFFICERS AND ADMINISTRATOR

5.01 Appointment of Officers

The Board of Directors shall appoint the officers of the Corporation. The officers shall include, at a minimum:

- A Chair, who shall also serve as President,
- A Vice-Chair, who shall also serve as Vice-President,
- A Treasurer, and
- A Secretary, and
- ~~e) The immediate Past President, if applicable~~

The Board may also appoint such other officers as it deems necessary for the effective operation of the Corporation.

5.02 Eligibility and Dual Roles

- The Chair (President) and Vice-Chair (Vice-President) must be elected from among the Directors of the Corporation.
- The Treasurer, Secretary, and any other officers need not be Directors of the Corporation unless otherwise required by law or by resolution of the Board.
- A Director may hold no more than one Officer position ~~concurrently at a time, except in exceptional circumstances where the Board determines by resolution that it is necessary to ensure the proper functioning of the Club. Any such dual role shall be temporary and shall not exceed four (4) months, unless extended by a vote of the Members at a General Meeting, provided they meet the eligibility criteria and are capable of fulfilling the duties and responsibilities associated with each position.~~

- d) The Past-President is a non-elected, advisory position with ~~full no~~ voting privileges ~~for term of one year~~. If the immediately preceding past president is unable or unwilling to serve ~~on the Board~~, the Board of Directors ~~may~~shall leave the position vacant.
- ~~Waive the Past President position for the term, or~~
 - ~~Appoint an additional member at large, or~~
 - ~~Leave the position vacant~~

5.03 Term and Removal

- a) The Chair (President) shall not serve more than three (3) consecutive years as Chair (President).
- b) All other Officers shall serve for a term specified by the Board, which may be renewed, unless they resign, are removed by the Board, or are otherwise disqualified.
- a)c) The Board may remove any officer, with or without cause, by a resolution passed by a majority of the directors present at a meeting.

5.04 Duties of Officers

The duties of the officers are as follows, except as amended by the Board by resolution passed by a majority of the Directors present at a meeting.

- a) The Chair (President) shall:
- Preside over all meetings of the Board and members,
 - Provide overall leadership and supervision of the affairs and day-to-day operations of the Club,
 - Act as the spokesperson for the Club and represent the Club in public and official capacities,
 - Sign all by-laws, membership certificates, where appropriate and other official documents; and
 - Perform such other duties as may be assigned by the Board.
- b) The Vice-Chair (Vice-President) shall perform the duties of the Chair (President) in their absence or inability to act and shall carry out such other duties as may be assigned by the Board. The Vice-Chair (Vice-President) shall succeed the Chair (President) for the remainder of the term of office, if the Chair (President) is unable for any reason to fulfil the duties of the Office.
- c) The Treasurer shall be responsible for overseeing the financial matters of the Niagara Falls Lightning Gymnastic Club ("the Club") and ensuring sound financial management, transparency, and compliance. The Treasurer's duties shall include:
- Financial Oversight: Oversee the preparation and presentation of financial statements to the Board of Directors and to the Members. Collaborate with the Club's auditors on the annual audit process.
 - Budget Preparation and Oversight: Assist in the preparation of the Club's annual budget in collaboration with the Board of Directors. Monitor adherence to the approved budget and recommend adjustments as necessary.

- Record Keeping: Maintain a full and accurate account of all receipts and disbursements in the Club's proper books of account. Ensure all monies and other valuable effects are deposited in the name and to the credit of the Club in such bank or banks as designated by the Board of Directors.
 - Payroll Administration: Oversee and ensure the accurate and timely processing of payroll, including salaries, benefits, and statutory remittances for all employees and contractors. Ensure compliance with applicable labor laws, tax regulations, and reporting requirements related to payroll.
 - Reporting: Provide regular financial updates to the Board of Directors, including an account of the current financial position of the Club.
 - Audit Preparation: Ensure that all necessary documents, records, and books are provided to the Club's auditors for review at year-end.
 - Internal Controls and Risk Management: Ensure that appropriate internal controls are in place to safeguard the Club's financial assets and to minimize financial risks.
 - Compliance with Legal and Tax Obligations: Ensure compliance with all applicable financial regulations, including the timely filing of tax returns, statutory remittances, and other legal financial obligations.
 - Financial Policies Development: Collaborate with the Board of Directors to develop and implement financial policies and procedures that promote accountability and transparency.
 - Transition Planning: Ensure the orderly transition of financial records, accounts, and responsibilities to their successor upon completion of their term or resignation.
- d) The Secretary shall be responsible for maintaining the integrity and accessibility of the Club's records and ensuring effective communication within the Club. The Secretary's duties shall include:
- Meeting Administration: Record and maintain accurate minutes of all Board Meetings, Special General Meetings, and the Annual General Meeting (AGM). Ensure that minutes are distributed to the appropriate individuals in a timely manner. Keep the President and the Board of Directors informed of outstanding business and action items.
 - Notification of Meetings: Provide notice of all meetings of the Club, including Board Meetings, Special General Meetings, and the AGM, to the appropriate participants, as required by the by-laws and governing legislation.
 - Record Keeping: Oversee the safe custody of the Club's books, papers, records, correspondence, contracts, and other documents. Maintain a complete and organized archive of the Club's historical and operational documents.
 - Correspondence: Attend to correspondence of the Club as assigned by the Board of Directors. Act as the point of contact for official communications on behalf of the Club.
 - Support to the Board: Assist the Board of Directors in carrying out its responsibilities by ensuring that all necessary documentation is available and up to date. Provide administrative support to the President and other Board members as required.
- e) The immediate Past President shall:
- Serve on the Board of Directors as an advisor to the new President and Board, providing continuity and institutional knowledge.
 - Assist in decision-making processes and governance matters.

- f) Other officers shall be responsible for the duties assigned to them by the Board or as specified in the Corporation's policies and they may delegate to others the performance of any or all of such duties.

5.05 Vacancies

If the office of any officer becomes vacant for any reason, the Board may appoint an eligible individual to fill the vacancy for the remainder of the term.

5.06 Conflict of Interest and Workload Management

In cases where a director holds more than one officer position, the Board shall ensure that appropriate measures are in place to manage potential conflicts of interest and to ensure that the workload is manageable.

5.07 Administrator

The Administrator is a paid staff position, with authority and responsibility as directed by the President and the Board of Directors. The Administrator shall perform assigned duties in accordance with the Club's approved policies and procedures. Any decisions beyond these limits require approval from the President and/or the Board of Directors.

The Administrator shall attend Board meetings only upon request, to report on matters pertaining to the day-to-day operations of the Club.

As a paid staff member, the Administrator shall not have voting privileges

SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation ~~is-shall~~ be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

SECTION 7 – CONFLICT OF INTEREST

7.01 Conflict of Interest

- a) Directors must disclose any actual or potential conflicts of interest in accordance with the Club's conflict-of-interest policy and abstain from voting or decision-making in such matters.
- b) A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 8 – MEMBERSHIP AND VOTING RIGHTS

8.01 Membership

The membership of the Club consists of ~~individuals who support gymnastics and align with the Club's mission and objectives, including~~ the following classes:

- a) Voting Members
 - Parents ~~/ or legal~~ guardians of registered competitive gymnasts under the age of eighteen (18): ~~Automatically shall be voting~~ members of the Club, provided they meet the good standing requirements.
 - Registered competitive gymnasts aged eighteen (18) and over, ~~including those employed as part-time coaches: Automatically shall also be voting~~ members of the Club, provided they meet the good standing requirements.
 - Each family shall be entitled to one (1) vote at Members' meetings, regardless of the number of gymnasts registered in the family.
- b) Associate Members
 - Parents ~~/ or legal~~ guardians of registered non-competitive recreational gymnasts ~~under the age of eighteen (18):~~, alumni, former parents/guardians, and community supports who support the purpose of the Club, ~~May be admitted as Associate Members upon approval of the Board~~ apply for membership by completing the membership application process and paying the applicable annual membership fee and must meet the good standing requirements.
 - Associate Members shall not be entitled to vote at Members' meetings
 - Associate Members may be eligible to stand for election as Directors of the Club provided they meet the eligibility criteria set out in 2.03.

- ~~Non-Competitive gymnasts aged eighteen (18) and over: May apply for membership by completing the membership application process and paying the applicable annual membership fee and must meet the good standing requirements.~~
- ~~General Members: Supporters of the Club who are not parents, guardians, gymnasts or employees, may apply for membership by completing the membership application process and paying the applicable annual membership fee, and must meet the good standing requirements.~~

c) Employees

- Employees of the Club ~~are shall be~~ non-voting ~~m~~Members, provided they meet the good standing requirements. Employees are not eligible to serve as Directors.

8.02 Associate Membership Application

a) Application Process for Associate Members:

Individuals who wish to join as associate members must complete and submit a membership application form, either electronically or in writing, as prescribed by the Board of Directors.

Applications must include all required information, including but not limited to:

- Full name and contact information;
- Confirmation of agreement with the mission and objectives of the Club; and
- Payment of the applicable annual membership fee (if required).

b) Approval of Associate Membership:

Associate Membership applications are subject to approval by the Board of Directors or a designated committee. The Board or committee reserves the right to deny membership if the applicant does not align with the Club's mission and objectives.

c) Renewal for Associate Members:

Associate Membership must be renewed annually through the submission of an updated application form and payment of the membership fee (if applicable). All renewing associate members must continue to meet the good standing requirements.

d) Membership Records:

The Club shall maintain an up-to-date register of all members, including their membership type and standing, as required by the Ontario Not-for-Profit Corporations Act, 2010 (ONCA).

8.03 Voting Rights

Members in good standing are entitled to vote at the Annual General Meeting (AGM) and any Special General Meetings. Associate members in good standing and employees may attend such meetings but may not vote.

Voting Restrictions:

- Each family is entitled to one (1) vote, regardless of the number of members within the family.
- ~~General members are entitled to one (1) vote per person.~~

~~e)b)~~ Voting by proxy is not permitted.

8.04 Good Standing

A Member/Associate Member is considered in good standing if they meet the following criteria:

- a) ~~For parents/guardians and gymnasts, the annual membership fee has been paid in full and~~
~~p~~Payment of ~~any other~~ applicable fees (e.g. program fees, competition fees) are up to date;
- ~~b) For general members, the annual membership fee has been paid in full and is up to date;~~
- ~~e)b)~~ They agree to abide by the Club's Code of Ethics and conduct themselves in a manner consistent with the mission and objectives of the Club; and
- ~~d)c)~~ They are not currently under suspension by Gymnastics Ontario or any other regulatory body.

8.05 Membership Fees

The Board will establish any additional membership criteria and fees.

8.063 Disciplinary Act or Termination of Membership for Cause

Upon 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 By-laws or the Club's Code of Ethics.

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 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.

SECTION 9 – MEMBERS' MEETINGS

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario or fixed by the Board or by electronic means. The annual meeting shall be held at most fifteen (15) months after the previous annual meeting and no later than six (6) months after the fiscal year end.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor;
- e) reappointment or new appointment of the auditor for the coming year;
- f) election of Directors; and
- g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Corporation prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members.

The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held. The requisition shall:

- be signed by members who hold at least 10% voting rights in the meeting
- give the reason for the special meeting and say what business will be discussed
- contain exact wording of any special resolution that will be voted on at the meeting
- be sent to every Director and mailed to the Corporation's corporate address

The Board shall call a special meeting within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement.

The notice shall include:

- The type of meeting (e.g., in-person or electronic).
- The date and time of the meeting.
- An agenda outlining what will be discussed.
- The location for an in-person meeting or instructions on how to access and participate in an electronic meeting
- Notice of any meeting where special business will be transacted must contain the exact wording of any special resolutions that will be voted on at the meeting and sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

Members shall receive not less than five (5) business days prior to the meeting, a copy of the approved financial statements, auditor's report and any other information related to the meeting or as required by the By-laws or articles.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is ten (10) Members entitled to vote at the meeting. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05 Chair of the Meeting

The Chair of the Board shall be the chair of the Members' meeting; in the Chair's absence, Vice Chair shall preside; in the absence of the Vice Chair, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each Member present, subject to Section 9.03, except the Chair shall be entitled to one vote at any meeting of Members;
- b) votes shall be taken by a show of hands among all Members present;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e) if there is a tie vote, the Chair of the meeting shall require a written ballot; if the vote is still tied, the Chair will cast the deciding vote; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are staff, the Members, Associate Members, the Directors, the auditors of the Corporation and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 10 – NOTICES

10.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered personally to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws

or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 11 – AUDITORS

11.01 – Auditors

The Corporation at each Annual General Meeting shall appoint one or more auditors to hold office until the close of the next Annual General Meeting and if any appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

The Directors may fill any casual vacancy in the office of auditor.

Members, by Special Resolution, may remove any auditor before the expiration of their term in office, and shall by Ordinary Resolution at the General Meeting in which the Special

Resolution is passed appoint another auditor in their stead for the remainder of their term.

11.02 Remuneration of Auditors

The remuneration of an auditor appointed by the Corporation shall be determined by the Directors.

SECTION 12 – EXECUTION OF DOCUMENTS

12.01 Signing Authority

Deeds, transfers, licenses, contracts, and engagements on behalf of the Club shall be signed by any two (2) officers of the Board of Directors, specifically from among the President, Vice-President, Secretary, and Treasurer.

12.02 Transfers

The Treasurer, along with one other signing authority (the President, Vice-President, or Secretary), may transfer any and all shares, bonds, or other securities standing in the name of the Club.

SECTION 13 – FINANCIAL

13.01 Financial Year

The financial year of the Corporation ends June 30 in each year or on such other date as the Board may from time to time by resolution determine.

13.02 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

13.03 Electronic Banking

- a) The Club may utilize electronic banking services provided by its financial institution, including electronic funds transfers, online bill payments, and other digital transactions.
- b) Any transactions conducted through electronic banking must be approved by two (2) officers with signing authority.
- c) The Board of Directors shall implement and maintain safeguards to ensure the security and integrity of electronic banking transactions, including but not limited to:
 - Requiring strong, unique passwords for access,
 - Regularly updating access credentials,
 - Monitoring and auditing electronic transactions periodically to detect and prevent unauthorized activity,
 - Limiting access to electronic banking to authorized individuals only,
 - Utilizing an online banking system that requires the use of multi-factor authentication tokens for all transactions.

13.04 Cheque Signing Authority

All cheques, bills of exchange, or other orders for payment of money issued in the name of the Club shall be signed by any two (2) officers of the Board of Directors: the President, Vice-President, Secretary, and/or Treasurer.

13.05 Deposits

The Treasurer, or a designated representative, may endorse notes and cheques for deposit with the Club's bankers for the credit of the Club.

13.06 Verification of Accounts

Any officer with signing authority may arrange, settle, balance, or certify all books and accounts between the Club and its bankers and may receive paid cheques and vouchers. Such officers are authorized to sign all settlement and verification slips required by the bank.

13.07 Deposit of Securities for Safekeeping

The securities of the Club shall be deposited for safekeeping with one or more financial institutions as determined by the Board of Directors. Withdrawal of such securities shall require written authorization signed by two (2) officers with signing authority.

SECTION 14 – DISSOLUTION

14.01 Dissolution of the Corporation

In the event the Corporation should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members.

SECTION 15 – ADOPTION AND AMENDMENT OF BY-LAWS

15.01 Authority of the Board of Directors

The Board of Directors may enact, repeal, alter, amend, or suspend any article or section of the by-laws by a vote of at least two-thirds (2/3) majority of the Board members present at a regular monthly meeting or a Special Board Meeting called for that purpose.

15.02 Provisional Effect of Changes

Any such change enacted by the Board shall take provisional effect immediately upon approval but must be confirmed by the membership to remain in force.

15.03 Membership Confirmation

Changes to the by-laws must be presented for confirmation by a two-thirds (2/3) majority of the members present at a Special General Meeting called for that purpose or at the next Annual General Meeting (AGM).

If the changes are not confirmed at the Special General Meeting or the next AGM, the by-law amendments shall cease to have force and effect as of the date of the meeting where confirmation is not obtained.

15.04 Notice Requirements

Notice of proposed changes to the by-laws must be provided to members at least ten (10) days in advance of the meeting at which they will be considered, in accordance with the Club's notification procedures.

The notice must include the text of the proposed changes and the rationale for the amendment, repeal, alteration, or suspension.

15.05 Continuity of Governance

Any by-law changes that cease to have effect due to non-confirmation by the membership shall not affect the validity of decisions made or actions taken under the provision while it was in force.