

Niagara Falls Lightning Gymnastic Club

BY-LAWS

Amended: January 28, 2025

Index

Table of Contents

| | |
|--|---|
| SECTION 1 - GENERAL | 1 |
| 1.01 Definitions | 1 |
| 1.02 – Interpretation | 2 |
| 1.03 – Severability & Precedence | 2 |
| 1.04 Objects of the Corporation | 2 |
| 1.05 Seal | 2 |
| 1.06 Execution of Contracts..... | 2 |
| SECTION 2 – DIRECTORS | 2 |
| 2.01 Composition and Term..... | 2 |
| 2.02 Appointment of Directors..... | 3 |
| 2.03 Eligibility..... | 3 |
| 2.04 Vacancies | 3 |
| 2.05 Filling Vacancies..... | 4 |
| 2.06 Duties of Directors | 4 |
| 2.07 Remuneration of Directors | 4 |
| SECTION 3 – BOARD OF DIRECTORS..... | 5 |
| 3.01 Powers and Responsibilities | 5 |
| 3.02 Delegation of Authority | 6 |
| 3.03 Accountability to Members..... | 6 |
| 3.04 Committees | 6 |
| SECTION 4 – BOARD MEETINGS..... | 6 |
| 4.01 Regular Meetings | 6 |
| 4.02 Calling of Meetings | 6 |
| 4.03 Notice..... | 7 |
| 4.04 Chair..... | 7 |
| 4.05 Voting and Quorum | 7 |
| 4.06 Participation by Electronic Means | 7 |
| 4.07 Directors’ Written Resolution | 7 |
| SECTION 5 – OFFICERS AND ADMINISTRATOR..... | 8 |
| 5.01 Appointment of Officers..... | 8 |
| 5.02 Eligibility and Dual Roles | 8 |
| 5.03 Term and Removal..... | 8 |

| | |
|---|----|
| 5.04 Duties of Officers | 8 |
| 5.05 Vacancies | 10 |
| 5.06 Conflict of Interest and Workload Management..... | 10 |
| 5.07 Administrator..... | 10 |
| SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS..... | 11 |
| 6.01 Protection of Directors and Officers..... | 11 |
| SECTION 7 – CONFLICT OF INTEREST | 11 |
| 7.01 Conflict of Interest..... | 11 |
| SECTION 8 – MEMBERSHIP AND VOTING RIGHTS | 11 |
| 8.01 Membership | 11 |
| 8.02 Membership Application..... | 12 |
| 8.03 Voting Rights | 12 |
| 8.04 Good Standing..... | 13 |
| 8.05 Membership Fees | 13 |
| 8.03 Disciplinary Act or Termination of Membership for Cause..... | 13 |
| SECTION 9 – MEMBERS’ MEETINGS..... | 13 |
| 9.01 Annual Meeting | 13 |
| 9.02 Special Meetings..... | 14 |
| 9.03 Notice..... | 14 |
| 9.04 Quorum | 14 |
| 9.05 Chair of the Meeting | 14 |
| 9.06 Voting of Members..... | 15 |
| 9.07 Adjournments | 15 |
| 9.08 Persons Entitled to be Present..... | 15 |
| SECTION 10 – NOTICES..... | 15 |
| 10.01 Services..... | 15 |
| 10.02 Error or Omission in Giving Notice..... | 16 |
| SECTION 11 – AUDITORS | 16 |
| 11.01 – Auditors | 16 |
| 11.02 Remuneration of Auditors | 16 |
| SECTION 12 – EXECUTION OF DOCUMENTS..... | 16 |
| 12.01 Signing Authority..... | 16 |
| 12.02 Transfers | 16 |
| SECTION 13 – FINANCIAL..... | 16 |
| 13.01 Financial Year | 16 |

| | |
|--|----|
| 13.02 Banking | 17 |
| 13.03 Electronic Banking..... | 17 |
| 13.04 Cheque Signing Authority | 17 |
| 13.05 Deposits | 17 |
| 13.06 Verification of Accounts..... | 17 |
| 13.07 Deposit of Securities for Safekeeping..... | 17 |
| SECTION 14 – DISSOLUTION..... | 18 |
| 14.01 Dissolution of the Corporation | 18 |
| SECTION 15 – ADOPTION AND AMENDMENT OF BY-LAWS | 18 |
| 15.01 Authority of the Board of Directors | 18 |
| 15.02 Provisional Effect of Changes | 18 |
| 15.03 Membership Confirmation | 18 |
| 15.04 Notice Requirements..... | 18 |
| 15.05 Continuity of Governance..... | 18 |

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. "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.
- e. "Board" means the board of directors of the Corporation;
- f. "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;
- g. "Chair" the President is the chair of the Board;
- h. "Club" means the Corporation registered as Niagara Falls Lightning Gymnastic Club;
- i. "Corporation" means the Corporation registered as Niagara Falls Lightning Gymnastics Club;
- j. "Director" means an individual elected or appointed to serve on the Board pursuant to these By-Laws;
- k. "Gymnastics Ontario" means Gymnastics Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for gymnastics in Ontario.
- l. "Member" means a member of the Club that is not in default in payment of dues, fees or assessments and is not suspended;
- m. "Officer" means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-Laws;
- n. "Ordinary Resolution" means a resolution passed by the majority of the votes cast on that resolution; and
- o. "Special Resolution" means a resolution passed a resolution passed by not less than two-thirds of the votes cast on that resolution.

- p. "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 of Directors shall be Members.

- 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.
- d) The immediate Past-President, if available and willing to serve, is an ex-officio voting member of the Board for a one-year term after serving their last term as Chair/President.

2.02 Appointment of Directors

- a) 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:
 - 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.
- 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.

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 putting before the Members, names of Members, or individuals representing Members, who are willing to stand for election to the Board. The Nominating Committee shall be chaired by the Past President. The Board shall approve the Committee's terms of reference.

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) A Chair, who shall also serve as President,
- b) A Vice-Chair, who shall also serve as Vice-President,
- c) A Treasurer,
- d) 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

- a) The Chair (President) and Vice-Chair (Vice-President) must be elected from among the Directors of the Corporation.
- b) 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.
- c) A Director may hold more than one Officer position concurrently, 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 position with full 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:
 - 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

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. 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 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:

- Parents/guardians of competitive gymnasts under the age of eighteen (18): Automatically members, provided they meet the good standing requirements.
- Competitive gymnasts aged eighteen (18) and over, including those employed as part-time coaches: Automatically members, provided they meet the good standing requirements.

- Parents/guardians of non-competitive gymnasts under the age of eighteen (18): May apply for membership by completing the membership application process and paying the applicable annual membership fee and must meet the good standing requirements.
- 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.
- Employees of the Club are non-voting members, provided they meet the good standing requirements.

8.02 Membership Application

a) Application Process for Members:

Individuals who wish to join as 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 Membership:

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 Members:

Membership must be renewed annually through the submission of an updated application form and payment of the membership fee (if applicable). All renewing 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.

Voting Restrictions:

- a) Each family is entitled to one (1) vote, regardless of the number of members within the family.

- b) General members are entitled to one (1) vote per person.
- c) Voting by proxy is not permitted.

8.04 Good Standing

A 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 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;
- c) 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) 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.

8.03 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:

- by 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, 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.