



2026

Annual General Meeting Package



2026 Gymnastics BC Annual General Meeting

To: GymBC Clubs (Presidents, Executive Directors, Owners, Board of Directors, Head Coaches and/or Managers),
GymBC Board of Directors,
Zone Chairs

Gymnastics BC hereby gives notice that the 2026 Annual General Meeting will be held as follows:

**Wednesday, November 4, 2026 at 10:00 am
via Electronic Means (Zoom)**

Gymnastics BC further provides the following enclosed information in relation to the 2026 AGM:

- | | |
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Additional information related to the 2026 Annual General Meeting will follow in due course, including but not limited to:

- 2025-26 Audited Financial Statements
- 2025-26 Annual Report
- 2026 Nomination Report

1. AGM Registration Information:

The 2026 Annual General Meeting will be held by Electronic Means via Zoom. Only electronic participation is available for this meeting.

Advanced registration is required for ALL participants (voting and non-voting).

In accordance with the GymBC Bylaw 6.2: Entitlement to Vote:

Each Voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

The form will ask registrants to confirm if they are the Authorized Voting Delegate (Designated Representative) for their club. Per the Bylaw 6.2, there can only be one per club. **Authorized Voting Delegates** have the authority to cast a vote in all decisions of the Annual General Meeting, including the Election of Directors.

AGM Registration Window: Open: **Wednesday, October 8 at 9:00 a.m.**
Close: **Sunday, November 1 at 11:59 p.m.**

Late submissions may not be considered.

GymBC AGM Registration Form

Following the registration deadline, an email will be sent to all registered participants with Zoom login information.

The election will be by electronic means using a platform called **Election Runner**. Election Runner voting information will be sent to registered Authorized Voting Delegates **two days before the AGM**.

Meeting Details:

- The meeting will open at **9:45 am**. All participants will be held in a waiting room until the meeting is ready to begin.
- In accordance with GymBC Bylaws, **35% of the total number of Voting Members** in good standing on November 4, 2026 is required to form a quorum.
- After logging in, please ensure your **full name and club name** is listed in the participant name box to allow GymBC to take attendance.

Please direct questions to:

Leanne James
Senior Manager, Development
ljames@gymbc.org ; 604-333-3493

2. 2026 GymBC AGM Agenda

Location: Zoom – Video Conference

Time: November 4, 2026 at 10:00 a.m.

Other details (conference call, etc.): Electronic participation - Zoom

Integrity • Collective Responsibility • Intentional • Adaptive Stewardship
Safety • Culture of Belonging • Innovation • Elevate

Order of Business

#	Item	Who	Action Required
	Welcome	Chair or designate	Information
1	Call to order 1.1 Establishment of quorum (35% of clubs)	Chair or designate	Information
2	Explanation of remote technology and adaptation	Communications Manager	Information
3	Agenda 3.1 Additions to Agenda 3.2 Approval of Agenda	Chair or designate	Input Motion
4	Adoption of Rules of Order	Chair or designate	
5	Appointment of Scrutineers	Chair or designate	
6	Meeting Minutes 6.1 Approval 2025 AGM Meeting Minutes	Chair or designate	Motion
7	GymBC Annual Report 7.1 Acceptance of 2025-26 Annual Report	Chair, Tech Chairs, CEO	Motion
8	GymBC Financial Report 8.1 Acceptance of 2025-26 Financial Report 8.2 Appointment of Auditor	Auditor Director of Finance	Motion Motion
9	Special Resolution (2/3 of the votes cast) 9.1 GymBC Bylaw Amendments 9.1.1. Motion 1 9.1.2. Motion 2	Chair or designate	Motion
10	Elections 11.1 Election and Voting procedures 11.2 Directors-at-Large x2 11.3 Technical Chairs 11.3.1 2-Year Terms: WAG & TG 11.3.2 1-Year Terms: GFA & MAG	Vice-Chair or designate	Information Election
11	Other Business GymCan Update	Chair or designate GymCan Board Chair GymCan CEO	
12	Adjournment	Chair or designate	Motion

3. Draft Meeting Minutes – 2025 GymBC AGM

Excellence • Leadership • Transparency • Ethical • Professional • People Focused • Business Management Programming
Excellence • Professionalism and Customer Service • Safety and Risk Management

Minutes of the 2025 Annual General Meeting November 5, 2025 ~ 10:00 am via Electronic Means (Zoom)

Attendance:	Name	Club
Voting Delegates	Julia Freeman	Balance Gymnastics Club
	Jennifer Fisher	Chimo Gymnastics Club
	Jenn Watts	Delta Gymnastics Society
	Karl McPherson	Duncan Dynamics Gymnastics Club
	Cristina Gillrie	Elk Valley Gymnastics Club
	Renata Allan	Falcon Gymnastics Centre Ltd.
	Marina Ricci	Flicka Gymnastics Club
	Rhonda Lee	Flip City Gymnastics Club
	Mikey Wilson	Inspire Sports Victoria
	Jennifer Lyster	Kamloops Gymnastics Trampoline Centre
	Garry Ricks	Key City Gymnastics Club
	Nicole Douglas	Kicking Horse Gymnastics Club
	Jackie Wiebe	Lion's Pride Gymnastics Academy
	Brittany Cline	Milezero Academy
	Chantelle Yates	North Peace Gymnastics Association
	Melanie Thompson	Okanagan Gymnastics Centre
	Michael Formosa	Powell River Gymnastics Society
	Jill Drake	Revelstoke AcroBats
	Puneet Bains	Richmond Gymnastics Association
	Lara Collingwood	Smithers Saltos Gymnastics Club
	Manuela Stegmann	Springers Gymnastics Adventures
	Amanda Morris	Squamish Gymnastics
	Cindy Rost	Synergy Gymnastics Centre Inc.
	Keira Almas	Terrace Peaks Gymnastics Club
	Nicola Marynowski	Trail Gymnastics Society
	Susan Willett	Vancouver Phoenix Gymnastics
	Megan Conway	VIP Gymsports Ltd.
	Stephen Shore	Whistler Gymnastics
	Jenna McBain	White Rock Gymnastics Athletics Society
Non-Voting Participants	Sharon Gillespie	Delta Gymnastics Society
	Angie Walker	Inspire Sports Victoria
	Krista Wank	Smithers Saltos Gymnastics Club
	John Carroll	Vancouver Phoenix Gymnastics
	Jennifer Dober	Vancouver Phoenix Gymnastics
	Jennifer Coimbra	GymBC Director
	Kyna Fletcher	GymBC Director
	Michael Hood	GymBC Director/MTC Chair

	Livia Lau Catou Tyler	GymBC Director GymBC Director/GFAC Chair
GymBC Staff	Taphatna Duncan Catherine Dubinsky Thorstein Fischer Leanne James Jennifer Keith Momona Komagata Aidan Muth Jennah Paron	Recreation Program Manager Senior Manager, Operations MAG Program Manager Senior Manager, Development CEO WAG Program Manager Events & Communications Manager Administrative & TG Program Manager
Guests	Greg Gilhooly Jacquelyn Novak Nayyar Sullivan Murphy	Sport Law Toa Consulting Toa Consulting

Welcome

Aidan Muth welcomed the delegates to the 2025 Gymnastics BC AGM and opened the meeting with a land acknowledgement.

Chantelle Yates, Board Chair, welcomed members to the 2025 Gymnastics BC AGM and introduced the members of the Board, GymBC staff, and guests in attendance.

1. Call to Order

The meeting was called to order at 10:05 am.

1.1 Establishment of Quorum

The GymBC Bylaws require 35% of Member Clubs to be present at a general meeting to form a quorum. Leanne James conducted a roll call of Authorized Voting Delegates and Non-Voting Participants. With 29 of 70 possible Authorized Voting Delegates present, a quorum of 41% was confirmed.

2. Explanation of remote technology and adaptation

Aidan Muth shared a link to the meeting package and reviewed meeting management information relating to remote technology. He highlighted that Authorized Voting Delegates will vote on motions using electronic polls.

3. Agenda

3.1 Additions to agenda

There were no additions to the agenda.

3.2 Approval of Agenda

Moved by Keira Almas (Terrace Peaks Gymnastics Club)
Seconded by Melanie Thompson (Okanagan Gymnastics Centre)

MOTION: *To approve the 2025 GymBC AGM Agenda as presented.*

CARRIED

4. Adoption of Rules of Order

Chantelle Yates proposed that the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this meeting in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Society.

Moved by Nicola Marynowski (Trail Gymnastics Society)
Seconded by Susan Willett (Vancouver Phoenix Gymnastics)

MOTION: *To adopt the Rules of Order for the 2025 GymBC Annual General Meeting.*

CARRIED

4.1 Appointment of Scrutineers

Chantelle Yates identified the need to appoint Scrutineers to oversee the election and to validate the election results.

Moved by Susan Willett (Vancouver Phoenix Gymnastics)

Seconded by Melanie Thompson (Okanagan Gymnastics Centre)

MOTION: *To appoint Catherine Dubinsky and Greg Gilhooly as Scrutineers for the 2025 GymBC Annual General Meeting.* **CARRIED**

5. Meeting Minutes

5.1 Approval of Meeting Minutes

Moved by Renata Allan (Falcon Gymnastics Centre Ltd.)

Seconded by Jenna McBain (White Rock Gymnastics Athletics Society)

MOTION: *To approve the November 6, 2024 AGM Minutes, as presented.* **CARRIED**

6. GymBC 2024-25 Annual Report

Chantelle Yates referred to the Annual Report that was distributed in advance of the meeting. She extended a heartfelt thank you to all members of the gymnastics community for their contributions to the sport. She highlighted that GymBC continues to strengthen its foundation with renewed focus and purpose, building momentum across all disciplines, and delivering successful events and programs. She further recognized that BC was well-represented on the world stage this year, including at the Paris 2024 Olympic Games.

She reported that GymBC's commitment to Safe Sport and inclusion remains central, highlighting the launch of the GymBC Pride Logo and the distribution of "Everyone Belongs in Gymnastics" banners to clubs as important steps in celebrating diversity and ensuring every participant feels valued and supported.

Chantelle Yates invited the Technical Chairs to report on their respective disciplines.

GFA Committee Chair, Catou Tyler, reported that there were almost 44,000 recreational Gymnastics for All members across BC last season. She highlighted a partnership with the Canucks Autism Network to deliver coach training in support of neuro-divergent athletes. In partnership with Pacific Rim Gymnastics, Western Gymnaestrada was hosted in Ucluelet, bringing together nearly 400 athletes and coaches for a celebration of movement, creativity, and community. A new Assisting and Guiding clinic, developed in partnership with Mary Morice, was launched, providing coaches with new tools to support recreation athlete development. The 2025 Rec Conference, hosted at Vancouver Phoenix, saw tremendous participation and offered hands-on sessions, community connection, and professional growth. Catou Tyler closed by thanking the Rec Program Manager, Taphatna Duncan, and the GFA Committee for their commitment to recreational gymnastics.

Jill Drake, TG Technical Chair, reported that Trampoline Technical Committee (TGTC) remained committed to advancing and supporting the trampoline community, including its 299 competitive athletes. She identified ongoing dialogue and collaboration with athletes, judges, and coaches as being critical, especially given the change in TG Program Manager and welcomed new TG Program Manager, Jennah Paron, to the community.

Jill Drake noted that the TGTC is dedicated to providing meaningful support for high performance athletes to help them reach their potential. This includes refined processes for Team BC members attending the Canadian Championships, establishing supportive and efficient systems for judges, developing a meaningful provincial competition framework, strengthening the community through professional development, extended training opportunities, and ensuring safe and supportive environments.

Jennifer Dober, 2024-25 WTC Vice-Chair, reported there were 3,092 WAG athletes registered in 2024-25. She highlighted that Shallon Olsen and Sydney Turner represented Canada at the Paris 2024 Olympic Games along with coach, Dorina Stan, and Andrée Montreuil served as the sole Canadian WAG judge at the Games. She noted that Shallon qualified for her third consecutive Olympic vault finals. Both athletes were also named to the Senior National Team, and Aaliyah DeSousa to the Senior Development National Team while Emily Kim

and Clara Fretwell were named to the Espoir list. BC athletes brought home 51 medals at the Western Canadian Championships and 16 medals at the Canadian Championships.

Several exciting initiatives were delivered including the annual LEAD initiative to support athlete growth and mentorship, and the production of the 'Welcome to Team BC' video. The WAG program also participated in GymCan's new National Open program, with 7 of 32 athletes nationwide coming from BC.

Jennifer Dober highlighted that the annual WAG Summit saw its strongest attendance since the pandemic and 5 training camps were hosted with 4 offering Integrated Support Team services. The second annual coach Professional Development Day was hosted during National Coaches Week, and 14 workshops and clinics were organized throughout the year. The WAG Judging Committee hosted 15 judging courses and 7 continued professional education sessions and 5 judges successfully attained or renewed FIG Brevet status. The Judges' Cup continued to be an excellent feedback opportunity and a strong fundraiser for judging initiatives.

MAG Technical Chair, Michael Hood, reported 227 registered MAG athletes, which is comparable to the prior season. He noted that 2 teams of BC athletes travelled to Alberta to compete at the Grizzly Classic, facing off against Alberta and Ontario as part of Canada Games preparation. Several BC athletes represented Team Canada on the international stage with Zachary Clay competing at the Paris 2024 Olympic Games and Kai Iwaasa representing Canada at both the DTB Pokal Team Challenge and the DTB Pokal Mixed Cup. Domestic results included 39 individual medals and 6 team medals at the Western Canadian Championships, 25 individual medals and 1 team medal at the Canadian Championships, and 28 individual medals at Elite Canada.

The MAG program hosted 4 provincial-level training camps and two elite training camps. Judge development included 5 judges attending the FIG courses, earning 4 Category 2 and 1 Category 3 certifications. Two BC judges represented Canada internationally this year.

Chantelle Yates asked CEO, Jennifer Keith, to provide an Operations report.

Jennifer Keith reported that it was a busy year getting acquainted with the community, operations and governance. While the organization is currently working to develop its new strategic plan, this process was delayed so GymBC could participate in the viaSport Operational Enhancement Initiative (OEI), a project designed to help provincial sport organizations grow stronger, more sustainable, and to be better equipped to meet today's challenges. She reported that the OEI focused on 4 key areas: organizational priorities, standards of practice, leading practices, and sport culture. While GymBC fared well in all aspects of the review conducted by Sport Law, the final report identified 40 recommendations that the Board has prioritized and continues to action. Jennifer Keith encouraged all members to review the OEI Findings & Recommendations as it provides insight into the state and work of GymBC and can support clubs in identifying effective practices relating to their operations and governance.

The Chair opened the floor for questions and comments.

It was agreed that the use of the term Recreational Artistic in the Annual Report is confusing though it was used only to distinguish between the various recreation registration categories, and is not common practice.

Acceptance of Annual Report

Moved by Karl McPherson (Duncan Dynamics Gymnastics Club)

Seconded by Susan Willett (Vancouver Phoenix Gymnastics)

MOTION: *To accept the 2024-25 Annual Report.*

CARRIED

7. GymBC 2024-25 Financial Report

GymBC CEO, Jennifer Keith referenced the Financial Report distributed prior to the meeting. She highlighted that the auditors reported a clean audit opinion and that reporting is in accordance with Canadian auditing standards. She reported that the auditors concluded that the financial statements present fairly, in all material respects, the financial position and the results of operations of the Association in accordance with Canadian accounting standards for not-for-profit organizations. Therefore, an unqualified audit opinion has been issued for the Association.

She reviewed the Statement of Financial Position noting an increase in assets compared to the prior year due to an increase in the cash balance which is detailed in the Statement of Cash Flows. Short-term investments increased by 3% representing interest earned. Accounts receivable increased significantly due to the timing of invoicing clubs for the Canadian Championships. Property and equipment decreased due to amortization. The total liabilities increased because accounts payables and accrued liabilities almost doubled due to balances owing for GymCan membership and insurance dues at year-end. Note 9 explains the decrease in deferred revenue which is attributed to more effective registration reporting mechanisms.

Jennifer Keith explained that the Statement of Operations shows how the surplus of \$220,625 was realized. The report includes notable schedules for technical program operations and special hosted events operations that detail some of the operational line items, noting that technical program expenses vary based on the location of national competitions, program delivery, and program evolution. Technical programs expenses increased due to higher team travel and camp delivery costs, and FIG judges exams. GymBC doubled IPS expenses ensuring that all disciplines were well supported. Increased expenses also reflect the full staff complement for almost the entire fiscal period. She noted that the Team BC Uniforms revenue is a new line added to Schedule 1; while uniform expenses have always been captured under Team BC Program expenses.

Jennifer Keith reported that the increased special hosted events expenses align with increased hosting costs overall as well as a one-time investment in branded hosting equipment and the impact of hosting Gymnaestrada in a remote community.

The increase in equipment sales aligns with the GymBC equipment life cycle. The variance in Membership Services expenses reflect higher freight costs for the equipment program and elevated complaint management services.

Jennifer Keith noted that the Statement of Changes in Net Assets tracks the balance of the funds within the Association, highlighting that the total net assets are segregated between Restricted and Unrestricted Funds. Note 11 details how the restricted funds are divided. She advised that the Statement of Cash Flows measures the change in the bank account for the year, noting that the increase in cash is primarily due to the surplus realized at year end.

Jennifer Keith presented a Summary of Financial Results showing the last 3 years of unplanned surpluses. Though the surpluses represent a small percentage of total revenue, they were realized from inconsistent staffing and budgeting practices. She highlighted that GymBC strives to ensure the sport is financially accessible to everyone and will seek corporate partnerships in support of this goal.

The Chair opened the floor for questions and comments.

Sharon Gillespie (Delta Gymnastics Society) inquired about the \$50,000 in bad debt incurred between 2021-2025 and GymBC's practice for managing write-offs. Catherine Dubinsky responded that GymBC's bad debt has been close to zero in all post-pandemic years but that she would need to review the records in more detail to provide an informed response. It was agreed that a comprehensive response would be provided offline. It was noted that GymBC has directives in the Financial Policy for managing receivables and bad debt but, generally speaking, GymBC works with members who find themselves in difficult financial circumstances in an effort to be respectful and collaborative to resolve the debt, rather than taking punitive action.

Accept 2024-25 Financial Report

Moved by Garry Ricks (Key City Gymnastics Club)

Seconded by Jill Drake (Revelstoke AcroBats)

MOTION: *To accept the 2024-25 Financial Report.*

CARRIED

8. Ordinary Resolutions

8.1 Appointment of the Auditor

Moved by Susan Willett (Vancouver Phoenix Gymnastics)

Seconded by Melanie Thompson (Okanagan Gymnastics Centre)

MOTION: *To appoint Manning Elliott as the auditors for the 2025-2026 fiscal period.*

CARRIED

9. Special Resolution

Chantelle Yates advised that notice of a Special Resolution to alter the GymBC Bylaws was distributed to members with the Notice of Meeting. She reminded members that, to pass, a Special Resolution requires at least two-thirds (2/3) of the votes cast by those entitled to vote and that Greg Gilhooly from Sport Law was in attendance to address any question or concerns about the proposed amendments.

Chantelle Yates noted that the proposed amendments align with recommendations arising from the Operational Enhancement Initiative and are primarily administrative in nature to:

- Redefine Member Classes
- Address and remove gendered language
- Clarify Member Rights (Bylaw 3.1)
- Clarify how Membership Dues are set (Bylaw 3.3)
- Modernize Meeting Procedures (Bylaw 4.3, 4.4(c), 6.5)
- Regulate Election Voting Methods (Bylaw 8.4, 8.5, 8.5(g))
- Define the Fiscal Year (Bylaw 16.1)

There are also proposed amendments to Bylaw 7.4, Director Elections, to ensure all Directors are duly elected by the membership.

Moved by Marina Ricci (Flicka Gymnastics Club)

Seconded by Jill Drake (Revelstoke AcroBats)

SPECIAL RESOLUTION: *Be it resolved that the proposed amendments to the Society's bylaws as set out in the mark-up of the Society's current bylaws provided to the Members be approved by the Members.*

CARRIED

10. Elections

Chantelle Yates recognized that as a nominee, she is in conflict to Chair the election and advised that the GymBC Bylaws require the consent of a majority of the Voting Members present at the meeting to appoint an alternate chair.

Moved by Jenna McBain (White Rock Gymnastics Athletics Society)

Seconded by Susan Willett (Vancouver Phoenix Gymnastics)

MOTION: *To designate Livia Lau as Alternate Chair for the election portion of the meeting.*

CARRIED

10.1 Election and Voting Procedures

Livia Lau advised that during the 2024-25 period the GymBC Board of Directors had 9 active Directors and confirmed that 2 two-year term Director at Large positions are to be elected at this AGM.

Livia Lau confirmed that the deadline for nominations for the vacant Director-at-Large positions was October 22, 2025 in accordance with the GymBC Nominations Policy, and in accordance with GymBC Bylaws, nominations from the floor will not be accepted. Livia Lau referred to the Nominations Report that was distributed in advance of the meeting and noted that GymBC Bylaw 8.4 states:

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

Since the number of nominations is equal to the number of vacant positions, Livia Lau announced that both nominees – Jennifer Lyster and Chantelle Yates – were elected by acclamation.

Chantelle Yates resumed the position of meeting Chair.

Chantelle Yates announced that prior to the AGM, the GymBC Board of Directors considered the 1-year appointed positions and appointed Livia Lau to a one-year term as Director at Large.

11. Other Business

No other business was brought forward.

12. Adjournment

Moved by Melanie Thompson (Okanagan Gymnastics Centre)

Seconded by Karl McPherson (Duncan Dynamics Gymnastics Club)

MOTION: *To adjourn the GymBC 2025 AGM at 11:05 am.*

CARRIED

4. Election & Appointment of GymBC Board of Directors

The Board of Directors is recruiting individuals to volunteer for Director-at-Large positions on the GymBC Board of Directors.

In accordance with the [GymBC Nominations Policy](#), two Director-at-Large positions will be elected during the 2026 AGM. These positions are for a term of two years.

The Technical Chair positions will also be elected during the 2026 AGM, however the nominees are determined by the respective discipline's Assembly and nominations outside of the respective Assembly procedures will not be accepted. The WAG and TG Technical Chairs will be elected for 2-year terms while the MAG and GFA Technical Chairs will be elected for 1-year terms.

The Board also has the discretion to appoint up to two Director-at-Large positions for one-year terms.

Nominations

The [GymBC Nominations Policy](#) provides information about the Director-at-Large roles and responsibilities, nomination criteria and eligibility, and nomination procedures. Please review this document before submitting a nomination.

If you wish to apply or nominate for a Director-at-Large position, please complete the forms below, no later than **11:59 p.m. on Wednesday, October 21, 2026**. Late submissions will not be considered.

NOMINATION FORM

Following the submission deadline, the Nominations Committee, in collaboration with GymBC staff, will:

- review the nominations for compliance with GymBC nomination criteria and eligibility
- contact the nominees to confirm acceptance of the nomination
- request that nominees complete the Board Skills Self-Assessment and provide a head shot
- provide information to the GymBC Board of Directors about nominations for appointed positions
- develop a Nominations Package with details pertaining to the nominees for distribution to the GymBC Members in advance of the AGM

Any questions regarding the election or appointment of Directors can be directed to GymBC's CEO – ceo@gymbc.org.

5. Notice of Resolution

In accordance with the Gymnastics BC Bylaws, notice is hereby given that the following resolution will be presented to the members of **Gymnastics BC** at the Annual General Meeting to be held on November 4, 2026 at 10:00 am.

In accordance with Section 19.2 of the GymBC Bylaws, a Special Resolution is required to alter the Bylaws. A Special Resolution requires at least two-thirds (2/3) of the votes cast by those members entitled to vote to pass.

The following motions will be presented to Members at the 2026 AGM:

1. ***Be it resolved*** that s.5.6 of the Society's bylaws be amended to alter the quorum to 15% of the total number of Voting Members in good standing on the date of the General Meeting with each Voting Member represented by a Person that is its designated representative.
2. ***Be it resolved*** that the proposed amendments to the Society's bylaws as set out in the mark-up of the Society's current bylaws provided to the Members be approved by the Members.

The mark-up of the Society's current bylaws is available in Appendix A (page 15).

Summary of Proposed Amendments:

Bylaw 1.1: Definitions (p) Membership Year

"Membership Year" means the period of approximately one (1) year which relates to the term of Members, ~~which period shall be from the conclusion of the annual general meeting to the conclusion of the next annual general meeting, unless otherwise set and is established~~ by Board Resolution;

Bylaw 2.4: Participants

... A Participant's right to participate in programming provided by the Society or any of its Members may be restricted, limited, or terminated by the Society either in the same manner that the Society may restrict, limit, or terminate a Member's membership in the Society pursuant to these Bylaws, with these Bylaws applying to Participants as if they were Members or pursuant to decisions of the Board or policies, rules, or procedures adopted by the Board that make it easier for the Society to deal more quickly and directly with Participants. ~~While t~~The Society's rules, procedures, policies, and codes shall all apply to Participants as if they were Members should such rules, procedures, policies, and codes not distinguish between Participants and Members, this does not prevent the Society from taking more timely and direct action against problematic Participants.

Bylaw 2.15: Cessation of Membership

An Organization will immediately cease to be a Member:...

- (d) upon its removal as a member of the Society pursuant to section 2.16~~expulsion~~; or

Bylaw 2.14: Renewal and Re-application of Membership

... A renewal of membership by a Voting Member must be accompanied by:

- (a) payment for applicable membership fees, as well as fees owing by the Voting Member, if any;
 - (b) the Voting Member's audited financial statements or the most recent financial statements presented to and/or approved by their membership;
 - (c) a current list of such Voting Member's own individual voting and non-voting members.
-

Bylaw 2.16: Removal of an Organization as a Member

An Organization may be removed as a member of the Society by either (i) a vote of two-thirds (2/3) of the Directors voting on any Board resolution for the removal of such Member, or (ii) a Special Resolution of two-thirds (2/3) of the Members voting on such Special Resolution to remove such Member, on each case provided that such Member receive not less than fifteen (15) days' notice of the intention to consider a resolution to remove that Member and corresponding reasons for the removal, with such Member be afforded the opportunity to provide either oral or written submissions in opposition to such resolution.

Bylaw 5.6: Quorum

A quorum at a General Meeting is a number of Voting Members in good standing equal to at least ~~fifteen~~^{thirty-five} percent (~~15~~³⁵%) of the total number of Voting Members in good standing on the date of the General Meeting, with each Voting Member represented by a Person that is its designated representative.

Bylaw 6.5: Voting by Chair

If the Person presiding as chairperson of a General Meeting is representing a Voting Member, that Person may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Voting Members. A Person presiding as chairperson who is not representing a Voting Member has no vote.

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

Bylaw 7.4: Restriction – Staff and Family

No individual may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director if they are an employee of the Society or an immediate family member of an employee of the Society.

Bylaw 7.5: Restriction – One Director Per Immediate Family

Not more than one (1) person from any immediate family shall be entitled to be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director.

Bylaw 7.6: Restriction – Conflict of Interest

No individual may serve (or, in each case, continue to serve) as a Director if they have a fiduciary duty in respect of Gymnastics Canada. In this context a “fiduciary duty” includes holding a senior leadership position, including either as paid senior staff or as a director. This restriction would apply to coaches. A person in such a position of conflict may still be nominated and run for a position as a Director in the Society, provided that if such a person with that conflict is elected as a Director of the Society, that person could not become a Director of the Society unless that person agrees to step back from their conflicted position for the duration of the time that they serve as a Director of the Society.

Bylaw 7.14 (formerly 7.11): Removal of Director

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

- (a) by Special Resolution ~~of the Members~~; or
- (b) by Board Resolution.

Bylaw 8.1: Nomination of Directors

All nominations are subject to the following rules:

...(c) a Person need not be a Member to be nominated as a Director for election ~~in accordance with Bylaw 7.4(a)~~, however if a Member is nominated, they must be in good standing (or be the designated representative of a Member in good standing) in order to be nominated and must remain in good standing in order to stand for election;

Bylaw 14.1: Standing Committees

The following shall be maintained as standing committees of the Society and the Board shall appoint members of each such standing committee after each annual election in accordance with applicable terms of reference adopted by Board Resolution:

- (a) Governance Committee ~~the Men's Artistic Gymnastics Committee;~~
 - (b) Nominations Committee ~~the Women's Artistic Gymnastics Committee;~~
 - (c) Finance Committee ~~the Trampoline Gymnastics Committee;~~ and
 - (d) Personnel Committee; ~~the Gymnastics For All Committee~~
 - (e) Technical Leaders Committee, which shall serve as the conduit for technical information from the technical committees to the Board.
-

Bylaw 14.2: Technical Committees

The following shall be maintained as technical advisory committees of the Society with applicable terms of reference adopted by Board Resolution. The members of each such technical committees shall be elected during their respective assemblies pursuant to a process approved by the Board.

- (a) the Men's Artistic Gymnastics Committee;
 - (b) the Women's Artistic Gymnastics Committee;
 - (c) the Trampoline Gymnastics Committee;
 - (d) the Gymnastics for All Committee.
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Appendix A:

Mark-up of Current GymBC Bylaws

BYLAWS OF GYMNASTICS B.C.

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1. INTERPRETATION

1.1 Definitions

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

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the registered office address of the Society as on record from time to time with the Registrar;
- (c) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (f) **“Chair”** means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- (g) **“Chief Executive Officer”** or **“CEO”** means the senior manager appointed by the Board to manage the activities and affairs of the Society, by whatever title that Person or position is called;
- (h) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (i) **“Director of Finance”** means the Person appointed to the office of director of finance of the Society in accordance with these Bylaws; and

- (j) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (k) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (l) **“Eligible Party”** means:
 - (1) a Person who is or was a Director, as determined in accordance with these Bylaws;
 - (2) such other Person described in the Act that is or was appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
 - (3) a Person who holds or held a position equivalent to what is described in either sub-paragraph (1) or (2) above in a subsidiary of the Society, if any; or
 - (4) the heir or personal or legal representative of a Person described in (1), (2) or (3) above;
- (m) **“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Society;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“Members”** means those Organizations that are, or that subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (p) **“Membership Year”** means the period of approximately one (1) year which relates to the term of Members, ~~which period shall be from the conclusion of the annual general meeting to the conclusion of the next annual general meeting, unless otherwise set and is established~~ by Board Resolution;
- (q) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (r) **“Ordinary Resolution”** means:

- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

- (s) **“Organization”** means an association, corporation or society;
- (t) **“Participants”** means those Persons that are individual members of Organizations that have been accepted as Voting Members and as are more fully defined in s.2.4 of these Bylaws;
- (u) **“Person”** means a natural person;
- (v) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (w) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (x) **“Society”** means “Gymnastics B.C.”;
- (y) **“Special Resolution”** means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (z) **“Vice-Chair”** means a Person elected to the office of vice-chair of the Society in accordance with these Bylaws; and

- (aa) **“Voting Members”** means those Organizations which are, or which subsequently become, Voting Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Voting Members.

1.2 **Societies Act Definitions**

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

1.3 **Plural and Singular Forms**

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

2. **MEMBERSHIP AND PARTICIPANTS**

2.1 **Admission to Membership**

Membership in the Society will be restricted to:

- (a) those Organizations who are Members in good standing on the date these Bylaws come into force; and
- (b) those Organizations whose subsequent application for admission as a Member has been accepted by the Directors,

provided, in each case, that such Person or Organization has not ceased to be a Member pursuant to section 2.16.

2.2 **Classes of Membership**

There will be one class of membership, being the Voting Members.

2.3 **Eligibility for Voting Membership**

An Organization may be eligible to be accepted as a Voting Member if it:

- (a) provides training and instruction in gymnastics in British Columbia;
- (b) has facilities in British Columbia;
- (c) appoints a designated representative; and
- (d) is interested in advancing the purposes and supporting the activities of the Society.

2.4 **Participants**

All Persons that are individual members of Organizations accepted as Voting Members are automatically Participants.

Participants are not Members.

Participants are:

- a) those Persons that are individual registered members of Organizations that have been accepted as Voting Members; and
- b) all other non-registered Persons who are involved in activities governed by or provided by the Society and/or any of its Members, including but not limited to athletes, coaches, officials, related staff, and others directly or indirectly associated with such activities, including all Persons involved with the operation and management of the Society itself, including the Society's staff and the Directors.

Notwithstanding that Participants are not Members, Participants are subject to all of the Society's rules, procedures, codes of conduct, and discipline process as may be established by the Society pursuant to the Act and these Bylaws. Participation in the programming offered by the Society or its Members entails acceptance by the Participant (or the parents or legal guardians of any Participant under the age of eighteen) of the final and binding authority of the Society with respect to such matters.

A Participant's right to participate in programming provided by the Society or any of its Members may be restricted, limited, or terminated by the Society either in the same manner that the Society may restrict, limit, or terminate a Member's membership in the Society pursuant to these Bylaws, with these Bylaws applying to Participants as if they were Members or pursuant to decisions of the Board or policies, rules, or procedures adopted by the Board that make it easier for the Society to deal more quickly and directly with Participants. While tThe Society's rules, procedures, policies, and codes shall all apply to Participants as if they were Members should such rules, procedures, policies, and codes not distinguish between Participants and Members, this does not prevent the Society from taking more timely and direct action against problematic Participants.

2.5 Organization to Appoint Representative

An Organization admitted as a Member must appoint, by notice in writing delivered to the Society, a Person to be the designated representative and exercise the rights of membership on behalf of the Organization.

An Organization may alter its designated representative at any time by providing notice in writing to the Society with the name and contact information for the new representative. The appointment of a new representative is deemed to revoke the appointment of the previous representative.

2.6 Transition of Membership

On the date these Bylaws come into force:

- (a) each Organization that is a member of the Society in good standing and is eligible to be a Voting Member under these Bylaws will continue as a Voting Member until the conclusion of the current membership term unless sooner ceasing in accordance with these Bylaws; and

- (b) each Organization that is a member of the Society not in good standing or that is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.7 Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to a position or committee within the Society, which Person or body will be referred to for the purposes of these sections as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

2.8 Application for Voting Membership

An eligible Organization may apply to the Society to become a Voting Member as follows:

- (a) by submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society or to an authorized representative of the Society;
- (b) by submitting payment for all applicable membership dues and fees;
- (c) by providing the name and contact information of the designated representative of the Organization;
- (d) by submitting to the Society a list of its own individual voting and non-voting members; and
- (e) by submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

For greater clarity, the list an eligible Organization is required to submit to the Society pursuant to subsection 2.8(d) must include all gymnasts, both competitive and recreational, that access such Organization's facilities and/or makes use of such Organization's staff or equipment. In addition, any Organization that operates its programming at a facility or facilities owned or operated by a third party must still register as a Voting Member and submit to the Society the list required under subsection 2.8(d).

2.9 Reviewing and Acceptance of Application

The membership coordinator, if any, shall review all applications for membership in the Society and may, if necessary determine eligibility for membership, request the Organization to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Organization's information into the membership register, accept that Organization as a Member in the appropriate class as determined in accordance with these Bylaws.

An Organization that is accepted as a Voting Member must designate in writing delivered to the Address of the Society, a Person to exercise the rights of membership on behalf of the Organization.

2.10 Reporting and Ratification of Membership

The membership coordinator, if any, shall regularly report to the Board in relation to applications for membership received and approved.

At such times, the Board shall consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary determine any issues related to membership of an applicant.

2.11 Referral of Application to Board

The membership coordinator, if any, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse an application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.12 Membership not Transferable

Membership is not transferable by a Member.

2.13 Term of Membership

Voting Members

Once accepted as a Voting Member, an Organization continues as a Voting Member until:

- (a) the 30th day following the conclusion of the current Membership Year, unless membership is renewed in accordance with these Bylaws; or
- (b) membership otherwise ceases in accordance with these Bylaws.

2.14 Renewal and Re-application of Membership

A Voting Member who continues to be eligible in accordance with section 2.3 may apply for renewal of membership within thirty (30) days of the conclusion of the Membership Year in such form and manner as may be determined by the Board from time to time.

A renewal of membership by a Voting Member must be accompanied by:

- (a) payment for applicable membership fees, as well as fees owing by the Voting Member, if any;
- (b) The Voting Member's audited financial statements or the most recent financial statements presented to and/or approved by their membership;
- (c) a current list of such Voting Member's own individual voting and non-voting members.

An Organization whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with section 2.8.

An Organization that was expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to re-application, the Organization may re-apply for membership after one (1) year from the date of expulsion.

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

2.15 Cessation of Membership

An Organization will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering its resignation in writing to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon the date that is thirty-one (31) days from the conclusion of the current Membership Year, unless renewed in accordance with section 2.15;
- (c) upon the date which is ninety (90) days from the date on which such Member ceases to be in good standing;
- (d) upon its removal as a member of the Society pursuant to section 2.16~~expulsion~~; or
- (e) upon dissolution of the Organization.

2.16 Removal of an Organization as a Member

An Organization may be removed as a member of the Society by either (i) a vote of two-thirds (2/3) of the Directors voting on any Board resolution for the removal of such Member, or (ii) a Special Resolution of two-thirds (2/3) of the Members voting on such Special Resolution to remove such Member, on each case provided that such Member receive not less than fifteen (15) days' notice of the intention to consider a resolution to remove that Member and corresponding reasons for the removal, with such Member be afforded the opportunity to provide either oral or written submissions in opposition to such resolution.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

A Voting Member in good standing has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;

- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to maintain and provide to the Society a list of its members in accordance with such criteria as may be determined by the Board from time to time;
- (d) to exercise a vote on matters for determination at General Meetings;
- (e) may serve on committees of the Society, as invited;
- (f) subject to these Bylaws, to nominate eligible Persons for election as an elected Director
- (g) to receive the Society's financial statements;
- (h) to appoint the Society's auditor;
- (i) to amend these Bylaws as set out in s.19.2 of these Bylaws;
- (j) to requisition a General Meeting of the Members upon the written requisition of Voting Members holding ten percent (10%) of the votes of the Society through a procedure set out in greater detail in s.75 of the Act; and
- (k) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

3.2 Member not in Good Standing

A Member not in good standing has the right to receive notice of, and to attend, all General Meetings, but is suspended from all of the other rights and privileges set out in section 3.1, for so long as it remains not in good standing.

3.3 Fees

The Board will, by Ordinary Resolution, determine the fees payable by Members and Participants from time to time as necessary and in the absence of such determination by Ordinary Resolution, dues are deemed to continue unaltered from the previous year. The Board may determine:

- (a) that different dues and/or fees will apply to subcategories of Members and Participants as determined by the Board from time to time;
- (b) that dues and/or fees may be pro-rated in certain circumstances; and
- (c) that dues and/or fees may be waived in cases of demonstrated hardship.

3.4 Standing of Members and Participants

All Members and Participants are deemed to be in good standing except:

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

- (c) a Member or Participant who has breached the Constitution, these Bylaws, or the Society's rules, regulations, or policies.

3.5 Compliance with Constitution, Bylaws and Policies

Every Member and Participant will, at all times:

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

3.6 Discipline of a Member or Participant

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

- (a) is improper or unbecoming for a Member or Participant;
- (b) is contrary to section 3.5; or
- (c) is likely to endanger the reputation or hinder the interests of the Society.

The Society must provide notice of a proposed expulsion, suspension, or discipline of a Member or Participant to the Member or Participant in question, accompanied by a brief statement of the reasons for the disciplinary action.

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

A Participant who is the subject of proposed expulsion, suspension or discipline will be provided a reasonable opportunity to respond to the proposed discipline to a Person designated by the Society pursuant to its discipline policies.

3.7 No Distribution of Income to Members

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

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

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

4.2 Annual General Meetings

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

4.3 Calling of Extraordinary General Meeting

The Society will convene General Meetings by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members upon the written requisition of Voting Members holding at least ten percent (10%) of the votes of the Society through a procedure set out in greater detail in s.75 of the Act.

4.4 Notice of General Meeting

The Society will provide notice of every General Meeting to each Member as follows:

- (a) by e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- (b) by posting notice of the General Meeting on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary in the Board's discretion, the Society may send notice of a General Meeting to one or more Members by delivery, courier or by mail posted to such Member's Registered Address, or, where the member has provided a fax number or e-mail address, by fax or e-mail, respectively.

4.5 Contents of Notice

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

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

4.6 Omission of Notice

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

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

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

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

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

5.2 Attendance at General Meetings

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

5.3 Electronic Participation in General Meetings

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

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

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

5.4 Registration of Members

Every Member attending a General Meeting must register their attendance prior to the call to order for the meeting in such manner as may be established by the Board from time to time.

5.5 Requirement of Quorum

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

5.6 Quorum

A quorum at a General Meeting is a number of Voting Members in good standing equal to at least ~~fifteen~~^{thirty-five} percent (~~15~~³⁵%) of the total number of Voting Members in good standing on the date of the General Meeting, with each Voting Member represented by a Person that is its designated representative.

5.7 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present the meeting will be terminated and the Board may, in its discretion, give notice of a replacement meeting in accordance with these Bylaws.

5.8 Loss of Quorum

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

5.9 Chair

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

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

5.10 Alternate Chair

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

5.11 Chair to Determine Procedure

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

5.12 Adjournment

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

5.13 Notice of Adjournment

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

5.14 Minutes of General Meetings

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

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

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

6.2 Entitlement to Vote

Each Voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

6.3 Voting Other than at General Meeting

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

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

6.4 Voting Methods

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

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

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

~~6.5 Voting by Chair~~

~~If the Person presiding as chairperson of a General Meeting is representing a Voting Member, that Person may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Voting Members. A Person presiding as chairperson who is not representing a Voting Member has no vote.~~

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

~~6.6~~ 6.5 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

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

7.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Sections 7.2(a) to 7.2(c), act in accordance with these Bylaws.

Without limiting sections 7.2(a) to (d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

7.3 Qualifications of Directors

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

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

7.4 Restriction – Staff and Family

No individual may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director if they are an employee of the Society or an immediate family member of an employee of the Society.

7.5 Restriction – One Director Per Immediate Family

Not more than one (1) person from any immediate family shall be entitled to be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director.

7.6 Restriction – Conflict of Interest

No individual may serve (or, in each case, continue to serve) as a Director if they have a fiduciary duty in respect of Gymnastics Canada. In this context a “fiduciary duty” includes holding a senior leadership position, including either as paid senior staff or as a director. This restriction would apply to coaches. A person in such a position of conflict may still be nominated and run for a position as a Director in the Society, provided that if such a person with that conflict is elected as a Director of the Society, that person could not become a Director of the Society unless that person agrees to step back from their conflicted position for the duration of the time that they serve as a Director of the Society.

~~7.4~~7.7 Composition of Board

The Board will be composed of a minimum of eight (8) and a maximum of ten (10) Directors, as follows:

- (a) four (4) Persons elected as Directors by the Voting Members in accordance with these Bylaws;
- (b) four (4) Persons elected as Directors by the Voting Members to four (4) positions on the Board reserved for representatives of the four (4) technical committees set out below, with each listed technical committee having the right to put forward

one (1) nominee for the Board position allocated to it, with each technical committee to designate its nominee at an assembly of its members or otherwise but in all events pursuant to a process approved by the Board:

- (1) the Men's Artistic Gymnastics Committee;
 - (2) the Women's Artistic Gymnastics Committee;
 - (3) the Trampoline Gymnastics Committee; and
 - (4) the Gymnastics For All Committee,
- , and

- (c) up to two (2) Directors appointed by Board Resolution from time to time in accordance with section 7.6.

7.57.8 Invalidation of Acts

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

7.67.9 Appointment of Directors

The Board may, from time to time by Board Resolution, appoint as a Director a qualified Person with knowledge, experience or expertise considered by the Board to be beneficial to the Society.

Such appointed Directors will take office immediately upon the passing of such Board Resolution for a term as set out in section 7.7, but for the purpose of calculating the duration of such appointed Director's term, the term will be deemed to have commenced at the close of the annual general meeting of the Society next following such appointment and such term will expire at the conclusion of the annual general meeting held in the final year of the Director's term.

Each Person appointed as a Director by Board Resolution will continue as a Director until ceasing in accordance with these Bylaws.

7.77.10 Term of Directors

The term of office of Directors elected in accordance with section 7.4(a) and Part 8 of these Bylaws will normally be two (2) years. However, the Board may by Board Resolution determine that some or all such vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

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

The term of office for Directors appointed in accordance with section 7.6 will be one (1) year, renewable at the Board's discretion. For the purposes of re-appointment of an appointed Director, the Director in question has a conflict of interest and section 10.8 applies.

~~7.8~~7.11 **Consecutive Terms and Term Limits**

Directors may be elected or appointed for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be nominated, re-elected or re-appointed for at least one (1) year following the expiry of their latest term.

~~7.9~~7.12 **Extension of Term to Maintain Minimum Number of Directors**

Notwithstanding the previous section, if insufficient successors are elected and the result is that the number of Directors would fall below eight (8), the Person or Persons previously serving as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

~~7.10~~7.13 **Appointment to fill Vacancy**

If an elected Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Non-Voting Member qualified in accordance with section 7.3 to fill the resulting vacancy.

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

The period during which a Non-Voting Member serves as an appointed replacement Director does not count toward the term limits set out above.

~~7.11~~7.14 **Removal of Director**

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

- (a) by Special Resolution of the Members; or
- (b) by Board Resolution.

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

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

~~7.12~~7.15 **Ceasing to be a Director**

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

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the Chair or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of their term, unless re-elected or re-appointed, as the case may be;
- (c) in the case of a Director appointed pursuant to section 7.6, upon their appointment being revoked by Board Resolution;
- (d) upon the date such Person is no longer qualified pursuant to section 7.3;
- (e) upon their removal; or
- (f) upon their death.

7.137.16 **Transition of Directors' Terms**

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

Any previous terms served by Directors prior to these Bylaws coming into force will not be counted towards the term limits set out under Bylaw 7.8.

8. NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination of Directors

Nominations for election as a Director elected pursuant to Bylaw 7.4(a) must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Society;
- (b) a Person must be qualified in accordance with section 7.3 in order to be nominated;
- (c) a Person need not be a Member to be nominated as a Director for election ~~in accordance with Bylaw 7.4(a)~~, however if a Member is nominated, they must be in good standing (or be the designated representative of a Member in good standing) in order to be nominated and must remain in good standing in order to stand for election;
- (d) an eligible Person may self-nominate, and the nomination must be signed by the Person and by one (1) other Member;

- (e) a Member may not nominate more nominees than the number of Director positions available for election; and
- (f) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations will not be permitted from the floor at a General Meeting.

8.2 Elections Generally

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

8.3 Election at Annual General Meeting

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

8.4 Election by Secret Ballot

All elections for Directors will be by secret ballot and the following rules will apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Voting Members, and only to those Persons;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, there will be a further and final vote between the remaining tied nominees, and if the tie is not then broken the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, which nominee selected will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

8.5 Election Cycle

To the greatest extent possible, the Society will strive to elect two (2) of the four (4) Directors specified in Bylaw 7.4(a), in accordance with this Part in alternating calendar years.

8.6 Nomination and Election Policies

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

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

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

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

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

9.2 Appointment of Chief Executive Officer

The Board shall, from time to time, appoint the Chief Executive Officer and will be responsible to evaluate the CEO's performance from time to time.

The CEO shall hold office at the discretion of the Board.

9.3 Policies and Procedures

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

9.4 Remuneration of Directors and Officers and Reimbursement of Expenses

The Directors must not receive remuneration from the Society for acting in their capacity as Directors. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

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

9.5 Investment of Property and Standard of Care

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

9.6 Investment Advice

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

9.7 Delegation of Investment Authority to Agent

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

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

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

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

10.2 Regular Meetings

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

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

10.3 Ad Hoc Meetings

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

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

10.4 **Notice of Board Meetings**

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

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

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

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

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

10.5 **Attendance at Board Meetings**

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

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

10.6 **Participation by Electronic Means**

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

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

10.7 **Quorum**

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

10.8 **Director Conflict of Interest**

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

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

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

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

10.9 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

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

10.10 Alternate Chair

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

10.11 Chair to Determine Procedure

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

10.12 Minutes of Board Meetings

The CEO or such other Person designated by the CEO will ensure that minutes are taken for all meetings of the Board.

11. DECISION MAKING AT BOARD MEETINGS

11.1 Passing Resolutions and Motions

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

11.2 Resolution in Writing

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

11.3 Entitlement to Vote

Subject to section 10.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

11.4 Procedure for Voting

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

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

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

12. OFFICERS

12.1 Officers

The officers of the Society are the Chair, Vice-Chair, Director of Finance and Chief Executive Officer, together with such other officers, if any, as the Board, in its discretion, may create. The above required officers must be Directors, except for the Chief Executive Officer, who must not be a Director.

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

12.2 Election and Appointment of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers of the Society, save and except for the Chief Executive Officer. The Chief Executive Officer will be appointed by the Board from time to time as necessary in accordance with section 9.2.

12.3 Term of Officers

The term of office for each officer, save and except for the Chief Executive Officer, will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 12.2 of these Bylaws and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

Once appointed in accordance with section 9.2 of these Bylaws, the Chief Executive Officer serves at the discretion of the Board.

12.4 Removal of Officers

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

12.5 Replacement

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

12.6 Duties of Chair

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

The Chair is an ex-officio member of all committees and may attend meetings of any committee as necessary.

12.7 Duties of Vice-Chair

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

12.8 Duties of Director of Finance

The Director of Finance will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

12.9 Duties of Chief Executive Officer

The Chief Executive Officer shall:

- (a) be responsible for the administration and daily operations of the Society;
- (b) have charge of the offices of the Society;

- (c) supervise all other staff and personnel of the Society;
- (d) regularly report to and advise the Directors on all matters relevant to the affairs and property of the Society;
- (e) carry out the policies, directions and instructions of the Board; and
- (f) perform such other duties assigned to the CEO by the Board.

In addition, the Chief Executive Officer will be responsible for making the necessary arrangements for:

- (g) the issuance of notices of meetings of the Society and the Board;
- (h) the keeping of minutes of all meetings of the Society and the Board;
- (i) the custody of all records and documents of the Society, except those required to be kept by the Director of Finance;
- (j) the maintenance of the register of Members; and
- (k) the conduct of the correspondence of the Society.

12.10 Absence of CEO at Meeting

If the Chief Executive Officer (or designate) is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as recording secretary at that meeting.

13. INDEMNIFICATION

13.1 Indemnification of an Eligible Party

Subject to section 13.4 and the provisions of the Act, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of their holding or having held authority within the Society:

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

13.2 Indemnification of an Eligible Party in a Subsidiary

Notwithstanding section 13.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent they are liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

13.3 Advancement of Expenses

To the extent permitted by the Act and subject to section 13.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

13.4 Indemnification Prohibited

Notwithstanding sections 13.1 and 13.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that their conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

13.5 Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

13.6 Approval of Court

The Society may apply to the court for any approval of the court to the extent such approval is required by the Act or otherwise to ensure that the indemnities herein are effective and enforceable.

13.7 Indemnification Deemed Term

Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

13.8 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

14. COMMITTEES

14.1 Standing Committees

The following shall be maintained as standing committees of the Society and the Board shall appoint members of each such standing committee after each annual election in accordance with applicable terms of reference adopted by Board Resolution:

- (a) Governance Committee ~~the Men's Artistic Gymnastics Committee;~~
- (b) Nominations Committee ~~the Women's Artistic Gymnastics Committee;~~
- (c) Finance Committee ~~the Trampoline Gymnastics Committee; and~~
- (d) Personnel Committee ~~the Gymnastics For All Committee; and~~
- ~~(d)(e)~~ Technical Leaders Committee Representatives, which shall serve as the conduit for technical information from the technical committees to the Board.

14.2 Technical Committees

The following shall be maintained as technical advisory committees of the Society with applicable terms of reference adopted by Board Resolution. The members of each such technical committees shall be elected during their respective assemblies pursuant to a process approved by the Board.

- (a) the Men's Artistic Gymnastics Committee;
- (b) the Women's Artistic Gymnastics Committee;
- (c) the Trampoline Gymnastics Committee;
- (d) the Gymnastics for All Committee;

~~14.2~~14.3 Creation of Additional Committees

In addition to the foregoing, the Board may, by Board Resolution, create such standing and special committees, working groups or task forces as may from time to time be required.

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

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

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

~~14.3~~14.4 Delegation to Committees

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

All committees, whether standing or otherwise will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

~~14.4~~14.5 **Terms of Reference**

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

~~14.5~~14.6 **Meetings**

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

~~14.6~~14.7 **Dissolution of Committee**

The Board may dissolve any committee by Board Resolution.

15. EXECUTION OF INSTRUMENTS

15.1 No Seal

The Society may have a corporate seal but will not use the seal for the purpose of executing documents.

15.2 Execution of Instruments

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

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable to provide a signature, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

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

15.3 Signing Officer

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

16. FINANCIAL MATTERS AND REPORTING

16.1 Fiscal Year

The fiscal year of the Society may be from July 1 to June 30 or as may be otherwise determined by the Board from time to time.

16.2 Accounting Records

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

16.3 Borrowing Powers

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

16.4 Restrictions on Borrowing Powers

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

16.5 When Audit Required

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

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

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

16.6 Appointment of Auditor at Annual General Meeting

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

16.7 Vacancy in Auditor

Except as provided in section 16.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

16.8 Removal of Auditor

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

16.9 Notice of Appointment

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

16.10 Restrictions on Appointment

A Person who is not independent of the Society in accordance with section 113 of the Act must not be appointed or act as the auditor for the Society.

16.11 Auditor's Report

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

16.12 Participation in General Meetings

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

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

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

17. NOTICE GENERALLY

17.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

17.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

17.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

18. MISCELLANEOUS

18.1 Dissolution

In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution, provided that such organization or organizations shall be registered as non-profit under the Society Act. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to a suitable level of local government.

18.2 Societies Act Transitional Requirement

Paragraphs 3, 4, and 5 of this Constitution are unalterable in accordance with the Society Act..

18.3 Inspection of Documents and Records

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

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

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Voting Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or senior manager regarding a conflict of interest.

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

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

18.4 Right to become Member of other Society

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

19. BYLAWS

19.1 Entitlement of Members to copy of Constitution and Bylaws

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

19.2 Special Resolution required to Alter Bylaws

These Bylaws may not be altered except by Special Resolution of the Voting Members at a General Meeting of the Members, including

- (a) a general meeting requested by the voting members for such purpose upon the written requisition of voting members holding ten percent (10%) of the votes of the society through a procedure set out in greater detail in s.75 of the act, or
- (b) pursuant to a proposal made by a voting member to amend these bylaws at an upcoming general meeting provided the proposed bylaw changes are submitted to the society at least twenty-one (21) days in advance of the general meeting.

19.3 Effective Date of Alteration

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