

BLENHEIM-KENT GOLDEN

EAGLES GYMNASTIC CLUB

BY-LAWS

April 10, 2017

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MISSION STATEMENT

It is the mandate of the Blenheim-Kent Golden Eagles Gymnastic Club, to develop, promote and guide gymnastics in the Municipality of Chatham-Kent (Blenheim). The Blenheim Kent Golden Eagles Gymnastic Club shall provide both recreational and competitive gymnastics, fun and fitness to the community through systems, programs and leadership, so that all participants may safely achieve their potential.

BY-LAW

These by-laws relate generally to the conduct and affairs of the Blenheim-Kent Golden Eagles Gymnastic Club (A non-profit organization).

Be they enacted by the Board of Directors of the Blenheim-Kent Golden Eagles Gymnastic Club as follows:

Section 1 - GENERAL

1.1 Name

The Blenheim-Kent Golden Eagles Gymnastic Club shall be known as the “Corporation”, and may use and register any such business names, trade styles, logos, symbols, mascots, and any other identifying representations as the Board may determine.

1.2 Head Office

The head office of the Corporation shall be in the Municipality of Chatham-Kent (Blenheim), in the province of Ontario, and at such place therein as the Directors may from time to time determine.

1.3 Fiscal Year

Unless otherwise determined by the Board of Directors the fiscal year of the Corporation shall be the twelve month period from July 1 to June 30 and shall terminate on June 30 of each year.

Section 2 - BOARD OF DIRECTORS

2.1 Board of Directors

The affairs of the Corporation shall be under the direction and control of the Board of Directors. The Board shall be not less than three (3) and up to eight (8) elected directors. The directors may exercise any powers and make, or cause to be made, any actions, contracts or perform any matters for and on behalf of the Corporation as the Corporation may otherwise lawfully do. (Save anything that may be contrary to statute, the Act, this and any other BKGEGC by-law, or that which is restricted or required to be done (not inconsistent with the foregoing) by authority of the Corporation's voting members).

2.2 Qualifications

2.2.1 A director must be eighteen (18) or more years of age.

2.2.2 A director may not hold any paid administrative or coaching position of the BKGEGC.

2.2.3 A director must not be affiliated with, or have a Family member affiliated with, any other gymnastics club in Chatham-Kent.

2.3 Election and Appointment of Board of Directors

2.3.1 Each director shall be elected by majority vote of the voting members present at the meeting at which election or appointment takes place, and shall hold office until the next annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified.

2.3.2 Upon completion of their term, directors, if otherwise eligible, may be re-elected or re-appointed. No election, or appointment, of a director is valid without his/her consent, given in person at the meeting at which election or appointment takes place, or given in writing within ten (10) calendar days of the election or appointment.

There shall be no limit to the number of terms that may be held, successive or otherwise.

2.4 Vacation of Office as a Director

The office of a director of the corporation shall be vacated at the end of the term of office or during the term of office if the director:

- a) becomes mentally incompetent
- b) dies
- c) ceases to have the qualifications for holding the position of director
- d) submits his/her resignation, in writing, to the Corporation
- e) is removed by a majority of legal votes cast at a general or special meeting of members of which notice specifying the intention to consider such a resolution has been given. The voting members present at the meeting may then, by simple majority of votes, elect any person in his/her stead for the remainder of the term
- f) Also, a director automatically ceases to be a director if he/she is absent from three (3) meetings of the Board of Directors in succession or any four (4) meetings in any 12-month period. For purposes of this "four meeting clause", the meetings include regular meetings of the Board of Directors and the Annual General Meeting. The Board of Directors, if it sees fit, shall have the power to apply clause 2.5 in the case of extenuating circumstances

2.5 Filling of Vacancies

Notwithstanding item 2.4e)

Vacancies on the Board of Directors, however caused, may, so long as a quorum of the directors remains in office, be filled by appointment by the directors, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If there are no directors, the meeting may be called by any voting member.

2.6 Remuneration of Directors

The directors shall receive no remuneration for acting as such, but any director will be reimbursed for bona fide out of pocket expenses incurred while performing duties as a director. Nothing prohibits a director from receiving reasonable remuneration and expenses for services to the Corporation in other capacities, (so long as such capacity is disclosed to the Board of Directors prior to its commencement) and such remuneration shall be determined by the Board of Directors.

2.7 Indemnification of Directors

The Corporation may purchase and maintain such insurance for the benefit of its directors and officers. This may be under a Directors and Officers Liability Policy with the provincial sport governing body (currently Gymnastics Ontario) or some other form as the Board of Directors may, from time to time, determine.

No director or officer of the Corporation shall be liable for the acts of any other director or officer. In addition, every director or officer of the Corporation and his/her heirs, executors and administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

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

neglect or default.

2.8 Specific Powers of the Directors

2.8.1 The Board of Directors as it sees fit, may institute, prescribe and enforce such policies, procedures and regulations, not inconsistent with this, or any other by-law of the Corporation, the Act or any other statutes.

2.8.2 The Board of Directors shall be empowered to hire appoint, or otherwise engage employees or agents of the Corporation and shall fix their duties and remuneration, and may delegate any or all of the things necessary to effect these powers to a personnel committee to the extent it sees fit.

2.8.3 The directors shall ensure that all necessary books and records of the Corporation required by the by-law of the Corporation or by any applicable statute or the Act are regularly and properly kept.

2.8.4 The directors may, at any meeting of the Board, enact, repeal, alter, amend or suspend any by-law, or any section or clause thereof, except that any such enactment or alteration of any by-law, unless in the meantime is confirmed by voting members present at a special meeting of voting members called for that purpose, shall remain in effect only until the next Annual General Meeting and, if not then so confirmed, shall cease to be in force.

2.8.5 The Board of Directors shall have the right and power to determine and effect the dismissal of any officer, employee, agent, committee member, head of any committee or sub-committee or any assistant, with or without cause, with or without notice.

2.9 Disclosure of Conflict of Interest of a Director

Every director of the Corporation who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the Corporation is or is to be a party shall declare his/her interest in such

contract or transaction at the next meeting of the Board of Directors. He/she shall at that time disclose the nature and extent of such interest to the extent to which such information is within his/her knowledge or control. The director shall abstain from voting on the issue in question.

2.10 Nomination of Directors

Prior to each Annual General Meeting, the Board of Directors shall appoint one or more directors to determine the vacancies (and may include any officer designation recommendations) for which candidates are eligible in each year and shall so inform voting members of record no more than ninety (90) days prior to the Annual General Meeting or special meeting of voting members. Together with such notice to the voting members, nominations for the declared vacancies will be invited. Such nominations shall be in such format and shall require such information (including a résumé of qualifications), as the Board of Directors shall determine from time to time.

The appointed director(s) shall accept all nominations properly submitted and shall ensure that all nominees consent to said nomination and shall issue notice of the known slate of nominees to the voting members at least ten (10) days prior to the Annual General Meeting or in the case of a special meeting of voting members, with as much notice as possible under the particular circumstances (refer 7.1.2).

The appointed director(s) shall conduct the election of directors and shall ensure that all proper processes are followed including but not exclusively:

- a) election by proxy or secret ballot, if requested
- b) ensuring a quorum is present
- c) conducting re-votes as necessary (as in the case of ties, or any candidate not achieving majority vote)
- d) allowing the re-opening of nominations from the floor. Such motion may be made by any voting member and duly seconded, is not debatable and shall pass with a majority vote. Any such nominations shall be included in the election process
- e) allow all candidates to speak, or be spoken for, in such manner and

for such times as he/she deems necessary or shall have been determined by the Board of Directors resolution from time to time.

Section 3 - MEETINGS OF BOARD OF DIRECTORS

3.1 General

Meetings of the Board of Directors shall be held at the head office of the Corporation, or at such place as the directors may determine from time to time.

The directors may consider or transact any business, special or general, at any meeting of the Board of Directors.

Meetings may be held at the Board's discretion via telephone conferencing or by any other electronic means and these types of meetings will be known as "conference calls".

3.2 Calls and Notices, Board of Directors

- a) Meetings of directors may be called by the President, Vice President, or by the Secretary (on direction of the President or Vice President) or by the Secretary upon the request, in writing, of any two (2) directors.
- b) Notice of such meetings shall be delivered (in person, by phone, fax, email, in writing or, via other electronic means of communication) at least 3 calendar days before the meeting is to take place (excluding the day of the meeting).

The declaration of the President or Secretary that notice had been given pursuant to the by-law shall be sufficient and conclusive evidence of the giving of such notice. The directors may fix any day, days, hour, or time for regular meetings in any month or months and for such regular meetings no notice is required. No formal notice of meeting shall be required if all directors are present or if those absent have been given their consent to the meeting being held in their absence.

A director's meeting may also be held without notice, immediately following the Corporation's Annual General Meeting.

3.3 Adjournment

Unless specifically provided for otherwise in these by-laws, the directors may, upon resolution, adjourn any meeting of the directors, subject to any conditions the directors impose, from time to time and from place to place.

3.4 Errors in Notice, Board of Directors

No inadvertent error or omission in giving notice for a meeting of directors shall invalidate such meetings or invalidate or make void any proceedings at such meetings and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

3.5 Voting, Board of Directors

Unless otherwise stipulated in the bylaws or the Act, questions arising at any meeting of the Directors shall be decided by a majority of legal votes cast. In case of an equality of votes in any matter, the chairperson will be entitled to cast a second and deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made the vote shall be taken by show of hands. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.

Should any two (2) directors be of the same Family, only one director shall have a vote.

3.6 Quorum, Board of Directors

A majority of the directors shall form a quorum for the transaction of business. No business requiring a vote may be done unless there is a quorum present. In the case of telephonic participation at a meeting by any directors those directors shall be included in the quorum determination.

3.7 Number of Meetings

Exclusive of the meeting of the Board of Directors immediately after an Annual General Meeting (if any) there shall be a minimum of four (4) meetings annually.

3.8 Agenda Board of Directors Meeting and Attendees

3.8.1 Agenda - the agenda for any meeting of the Board of Directors shall be set by the chairperson and is subject to approval with or without amendment or addition by consensus or the majority of a quorum of directors.

3.8.2 Attendees - normal attendees are:

- Members of the Board of Directors
- Head Coach
- Other invitees, presenters, delegation(s) or persons on specific or general invitations.
- Meetings of the Board of Directors are privileged and any attendees other than voting members of the Board of Directors attend with permission of the chairperson and/or Board of Directors and such permission may be withdrawn

Section 4 - OFFICERS OF THE CORPORATION

4.1 Officers

There shall be a President, a Secretary, a Vice President, a Treasurer, and any other officers and agents with such titles, portfolios, terms of engagement, duties and any other stipulations of office as the Board may prescribe in its sole discretion from time to time. The Board of Directors may appoint or elect any officers or agent or remove same from office, and has the authority to determine all aspects of officership.

The aforementioned Board powers are complementary to and supplement any provisions regarding election of directors with specific officer or portfolio assignment.

4.2 Limitations

No person may hold more than one position as an officer except:

- a) whenever the titles of Secretary and Treasurer are combined in one office as Secretary-Treasurer, by resolution of the Board of Directors;
- b) all officers are in the service of the Board of Directors. As such they are bound by Board wishes and by limits of authority as set by the Board, and may not act as an individual or in place of the Board except as the Board may have specifically delegated.

4.3 Duties of Officers

4.3.1 President

The President shall, when present, act as chairperson of any meetings of the Board of Directors, special or general meetings of members and of the Annual General Meeting. He/she shall assure the integrity of Board processes including meeting effectiveness, the Board's adherence to its own rules and that directions, orders and resolutions of the Board are carried out.

He/she shall sign all contracts, instruments and documents as

would normally require his/her signature and shall exercise such power and perform such other duties as may be assigned from time to time by the Board of Directors.

He/she shall act as spokesperson for the Corporation as may be required from time to time and perform such incidental duties as might normally be required or allowed by the Board of Directors to fall within the portfolio of the office of the President.

4.3.2 Vice President

The Vice President in the event that the President (as chairperson of specified meetings) is unable or unwilling to fulfill his/her duties for any reason, shall assume the responsibilities and powers and perform the duties of the office of President for such time as the Board sees fit. Should the Vice President be unable or unwilling to perform this duty, the presidential succession shall be granted to any other director chosen by resolution of the Board.

The Vice President shall have powers, authority and responsibility for the administration of the Corporation's functions and activities as determined by the Board of Directors from time to time. The Vice President will also monitor the consistent application of Board process and perform such other duties as may be prescribed by the Board of Directors.

4.3.3 Treasurer

The Treasurer shall perform duties in connection with the finances of the Corporation as may be required by the Board of Directors but such duties will neither lessen nor add to the accountability of any staff for the application and adherence to Board policies and directions as to fiscal management, budgeting, policy, monitoring and controls.

He/she shall perform any other duties and assume such responsibility as the Board of Directors shall determine from time to time.

4.3.4 Secretary

The Secretary shall act as clerk of the Board of Directors and shall record or cause to be recorded all facts and minutes of the proceedings at meetings of the Board of Directors and the Annual General Meeting.

He/she shall assume the responsibility for noting and reporting Board acts or inconsistencies and for monitoring the adherence to Board process, practices, and policies as mandated by the Board of Directors, and the application of Parliamentary procedure.

4.3.5 Past President

The Board of Directors may appoint any previous President (including the immediate Past President) to this position. It shall be a voting, advisory, position and he/she has the qualified right to attendance at any Board of Directors meeting and the Annual General Meeting.

Appointment to this position is for as long as the Board sees fit, or until the appointee steps down (normal meeting attendance requirements and membership in the Corporation, as may be applicable, are waived for the incumbent).

4.3.6 Other Officers

Any other officers as they may exist from time to time shall assume such positions, responsibilities, duties and powers as determined by the Board of Directors.

Section 5 - FINANCIAL AUTHORITY WITHIN THE CORPORATION

5.1 Financing

The activities of the Corporation shall be financed by:

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

5.2 Cheques, etc.

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

5.3 Deposit of Securities for Safe Keeping

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

5.4 Execution of Documents

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two of the President, Vice President, Secretary and Treasurer.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of President, Vice President, Secretary, Treasurer or any person or persons designated by the Board of Directors.

Any two of the President, Vice President, Secretary, Treasurer, or any person or persons designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept same in the name and on behalf of the Corporation. They may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

5.5 Acquire or sell assets

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

5.6 Bonding

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

Section 6 - MEMBERSHIP

6.1 General

Members of the Corporation shall be such legal entities and individuals as defined herein and as are admitted to membership by resolution of the Board of Directors from time to time. Terms and Conditions for membership are generally set out in this section but nothing prohibits the Board of Directors from imposing, waiving or varying any conditions, rights, privileges, duties and responsibilities of membership or from imposing any sanctions or probationary membership conditions. Membership terms and conditions may be set out in these by-laws or by Board of Directors policy.

6.2 Classes of Members

There shall be two (2) classes of members:

1. Voting Members (including two (2) sub-classes)
2. Non-voting Members (including two (2) subclasses)

6.2.1 Voting Members

Subclass a) Directors of the Corporation

Subclass b) Family Members

Family Members shall be program participants over the age of 18, or one parent/guardian per program participant under the age of 18, who have paid all dues and fees levied by the Corporation, and therefore are a member in good standing. When a Family Member is also a Director of the Corporation, they shall be entitled to vote as per 7.8 herein.

6.2.2 Non-Voting Members

Subclass a) Staff Members

Staff Members are those persons who have been duly registered with Gymnastics Ontario (G.O.) as a supporter, coach, or judge and whose fees for membership in G.O. have been fully paid. When a Staff Member is also a Family Member they shall be entitled to vote as per 7.8 herein.

Subclass b) Honorary Members

Honorary Members are appointed by the Board of Directors for such reasons and such periods of time as the Board of Directors sees fit, and shall have such privileges and benefits of membership as the Board of Directors determines from time to time. Honorary Members shall be deemed registered without payment of fees.

6.3 Termination/Suspension of Membership

- a) Any member may resign in writing to the BKGEGC at any time and such resignation shall be effective upon acceptance by the Board of Directors. Any member shall remain liable for any assessment or other indebtedness to the Corporation which may exist up to acceptance of resignation by the Board of Directors.
- b) The Board of Directors may suspend or terminate any membership (except those of elected directors), and shall give notice of suspension or termination in writing. Reasons are:
 - i) failing to govern its conduct in accordance with BKGEGC membership requirements, by-laws of the Corporation or any policies or regulations as may exist from time to time; or
 - ii) failing to pay any fee, due, or assessment, or any other monetary obligation to the BKGEGC; or
 - iii) any other reason as determined by resolution of the Board of Directors
- c) Suspension of membership: shall mean a temporary condition that

could be extended to the end of the current membership year. Privileges of membership are suspended for whatever period prescribed by the Board but may be reinstated at any time during the same membership year with such probationary requirements as the Board of Directors sees fit.

- d) Termination of membership: shall mean the cessation of all membership privileges for the balance of the current membership year, without possibility of reinstatement in the same year. Any application for membership in future years may contain probationary conditions or other requirements.

6.4 Dues, Fees and Assessments

- a) Membership fees payable shall be fixed by a majority vote of the Board of Directors.
- b) Other dues and assessments of any type shall be fixed by a majority vote of the Board of Directors from time to time.
- c) The requirements for payment of fees, dues or assessment shall be determined by Board of Directors policy.

Section 7 - MEETINGS OF MEMBERS

7.1 Types of Meetings

There shall be two (2) types of meetings of members.

7.1.1 Annual General Meeting of the Members

Shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Board of Directors determines.

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the person who conducted the review financial shall be presented. Directors shall be elected and person to conduct the review financial decided for the ensuing year.

The Annual General Meeting must be held within 15 months of the preceding year's Annual General Meeting.

7.1.2 Other General Or Special Meetings

Other general meetings may be called by order of the Board of Directors or by the written request (to the Board of Directors) of 10% of voting members. The time and place of such a meeting shall be determined by the Board of Directors and consideration shall be given to the nature of the business to be conducted. Only the business stated in the 'call to the meeting' shall be dealt with at any general or special meeting of voting members.

7.2 Notices of General Meetings

Notice of any general meeting shall be given not less than 10 calendar days prior to, but not more than 50 calendar days prior to the day of the meeting (excluding the day of the meeting) and the secretary is charged with providing such notice. Included in such Notice, shall be a reminder of a Member's right to be represented by proxy.

Notice shall be deemed to have been properly given if notice is delivered personally, or by mail, telephone, fax, email or other electronic means, to the last known mailing address or fax location of the member as known to the Corporation or shown in its books or records. A declaration by the Chairperson of any general meeting of members that notice had been properly given shall be admissible as proof of the same.

7.3 Accidental Omission

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

7.4 Adjournments

Any meetings of the voting members of the Corporation may be adjourned to any time and from time to time and business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment or resumption of the meeting.

7.5 Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) voting members who must be present in person or represented by delegate. No meeting of members can take place nor can any business be conducted, unless a quorum is present.

7.6 Absence of Quorum

If a quorum is not present within thirty (30) minutes of the time for which the meeting was called, the chairperson may adjourn the meeting to not less than seven (7) and not more than thirty one (31) days thereafter and

the meeting shall be binding on the Corporation providing a quorum of voting members are present. No notice of adjournment or resumption of the meeting is required.

7.7 Persons Entitled to Be Present

Only voting members and proxy holders are entitled to be present at any general meeting of members although the person who conducted the review financial for the Corporation, and any other person or entity may attend if required by law, any Corporation by-law or the Act or if approved by the Chairperson or by the majority consent of the voting members present. Non voting members may participate on permission of the chairpersons of the meeting or by majority consent of the voting members present.

7.8 Right to Vote

Each voting member may exercise his/her right to vote in the manner prescribed herein, provided he/she or his/her delegate has provided satisfactory appointment evidence to the secretary or his/her delegates for the purposes of voting accreditation. No members may vote in person or by delegate if they have unpaid fees or assessments.

7.9 Proxy Votes

Every voting member is entitled to vote at a meeting of voting members by means of a proxy that appoints a person, who need not be a member, as his/her nominee to attend and to act at the meeting in the manner, to the extent and with the power conferred by the proxy.

Conditions - proxies shall be on forms provided by the Corporation, must be dated and signed by the voting member or his/her duly authorized representative, name the proxy carrier/appointee, and may contain specific restrictions or stipulations. In any case, any proxy shall be valid only for the specific meeting named (and not an adjournment thereof) and a person may be entitled to exercise the proxy for only one voting member.

The proxy shall not confer authority to vote for election of a person as a director of the Corporation unless that person has been named as a bona fide candidate for election at the meeting in the previously circulated notification of candidates.

Proxy forms must be received by the Secretary 48 hours prior to the scheduled starting time of the meeting.

7.10 Votes to Govern

At all meetings of the members every question shall be decided by a majority of votes of the voting members present in person or represented by a delegate unless otherwise required by the by-laws of the Act or by statute. Every question shall be decided in the first instance by a show of votes. Upon a show of votes, every member having voting rights shall have votes, as scheduled and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or delegate and such poll will be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation. In case of an equality of votes at any general meeting, whether upon a show of votes or at a poll, the Chairperson of the meeting will be entitled to cast a second and deciding vote.

7.11 Confirmation of By-laws

Any by-laws enacted or amended, repealed or otherwise altered by the Board of Directors must be presented to the voting membership at the Annual General Meeting or at a special general meeting called for the purpose so that voting members may confirm, repeal, alter, amend or otherwise deal with the issue. Majority votes are required for confirmation, unless otherwise required in the Act or in these by-laws.

7.12 Notification Re: By-laws

Voting members may submit any suggestions, proposals or proposed changes to the BKGEGC by-laws, (addressed to the Secretary) for the Board of Directors' consideration. If such proposed changes are to be considered prior to any given Annual General Meeting, they must be received by the Secretary at least forty-five (45) calendar days prior to the Annual General Meeting.

Section 8 - COMMITTEES OF THE BOARD OF DIRECTORS

8.1 General

The Board may, from time to time, and for such periods of time as it sees fit, establish and empower committees of any type to help carry out its duties. These committees may be standing, ad-hoc, special or others. There may be subsidiary committees by any name that would assist and advise committees or the Board of Directors directly.

Committees shall have no powers, authority or discretionary decision-making ability, other than that which shall have been specifically stated and delegated by the Board of Directors in its sole discretion.

All committees of the Board of Directors shall be responsible, directly or indirectly, to the Board of Directors, and shall keep detailed records of their proceedings at meetings or otherwise. Such records and any actions as they may take shall be reported regularly or upon demand, in writing, to the Board of Directors.

All members of any committee, sub-committee or other such body shall have voting rights, in such manner as is established in each case.

8.2 Limitations

Standing Committees may be composed of any persons who are members of the BKGEGC, and their respective chairperson shall be ratified as such by the Board of Directors, and may be prescribed by the Board of Directors.

Any committee must have a quorum of its members present to conduct any business and a quorum is defined as a simple majority of its members. Except as may be prescribed otherwise by the Board of Directors, committees may operate in any fashion, as to procedure, time, place and frequency of meetings and do all things necessary, in ways seen fit, to accomplish the committee's objects, or duties.

The chairperson of any standing committee shall have the power to appoint sub-committees and their chairpersons, and any working groups, task forces, research bodies, councils, etc. to help it achieve its objects, subject always to the approval of the Board of Directors. It is incumbent on committee chairpersons to advise and seek approval of the Board of Directors for any substantive changes in membership of the committee or any subsidiary (particularly those that have cost implications).

Any and all directors shall have the right to attend any committee meeting and upon attendance shall have speaking privileges but shall not have voting rights unless he/she is a bona fide member of said body.

8.3 Ad Hoc Committees

There may be Ad Hoc Committees for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- a) the delivery of its report; or
- b) the completion of its assigned task; whichever first occurs, or
- c) a resolution of the Board of Directors to that effect.

Section 9 - DISPOSAL OF ASSETS

9.1 Dissolution

Upon dissolution of the Corporation and after the discharge of all debts and liabilities, any remaining assets, or part thereof, be disposed of as the following:

Firstly, to any organization within the Municipality of Chatham-Kent (Blenheim), that would succeed the Blenheim-Kent Golden Eagles Gymnastic Club provided such organization is in place within one (1) year of the Corporation's dissolution.

Secondly, if no organization succeeds the BKGEGC, as set out in the paragraph above any remaining assets of the Corporation shall be donated to the then existing provincial sport governing body, (currently Gymnastics Ontario) with the provision that said assets be used for the support of gymnastics in the Southwestern Region of Ontario, and the assets shall be donated in such proportions as the Board of Directors may have prescribed.

Section 10 - PROVISOS AND INTERPRETATIONS

10.1 Provisos

Subject to the provisions below, all prior by-laws, resolutions and other enactments of the Corporation enacted or made are repealed.

Provision 1) This repeal does not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board of Directors the power or authority to borrow money.

Provision 2) The repeal of prior by-laws, resolutions and other enactments shall not in any way impair the validity of any act or thing done pursuant to any such repealed by-laws, resolutions or enactment

10.2 Interpretations and Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires or specifies.

- ◆ The singular includes the plural and vice-versa.
- ◆ “Act” means the Not-for-Profit Corporations Act, 2010 and Amendments.
- ◆ “Board” means the Board of Directors of the Corporation.
- ◆ “Corporation” or “BKGEGC” means the Blenheim-Kent Golden Eagles Gymnastic Club.
- ◆ “Family” shall mean a social unit consisting of one or more adults together with the children they care for.
- ◆ “Majority Vote” unless specifically stated otherwise means “simple majority of legal votes cast”.
- ◆ “Person” includes a body Corporate, a Corporation, or any number or aggregate of persons.
- ◆ All terms defined in the Act have the same meanings in these by laws and all other by laws and resolutions or enactments of the Corporation.
- ◆ All marginal headings, numbering of clauses, or Table of Contents

shall exist for ease of reference only and shall not be interpreted as having any other purpose or meaning.

- ◆ Rules of Order – Generally accepted Parliamentary Procedure shall be used at all Board meetings, general meetings and meetings or committees and the latest edition of “Roberts Rules of Order” shall be the reference on any question of order and conduct.
- ◆ Bank/Bankers – includes a financial institution such as banks, trust companies or any other financial institution as determined by the Board.

EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment

- A) Enacted as By-law number by the directors of the Corporation at a meeting duly called, and at which a quorum was present on the 10th day of April, 2017.

SIGNED:

Karen Dawson, President

SIGNED:

Annette Dhaen, Secretary

- B) The foregoing By-law, as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed, and approved by the majority (Simple or Otherwise, as required and minuted) of legal votes cast at a meeting of members duly called and held at BKGEGC in Blenheim and at which a quorum was present on the 10th day of April, 2017.

SIGNED:

Karen Dawson, President

SIGNED:

Annette Dhaen, Secretary