Flicka Gymnastics Club

Constitution

1) The name of the Society is Flicka Gymnastics Club.

2) The purposes of the Society are:

   (a) To provide a focal point for - and promote - the enjoyment and development of the sport of gymnastics.

   (b) To provide training, coaching, equipment, and facilities as required to facilitate and encourage gymnastics excellence within the capabilities of its members.

   (c) To promote physical literacy and self-discipline for all children.

   (d) To develop and operate a gymnastics club with the primary objective to develop gymnastic excellence through a diversity of mutually supportive programs for all ages and abilities.

Flicka Gymnastics Club

BYLAWS

PART 1 – INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires:

1) "Act" means the Societies Act of the Province of British Columbia, as amended and in force from time to time;
2) "Society" means Flicka Gymnastics Club;
3) "Director" means a director of the Society elected from time to time;
4) "Board" means the directors of the Society;
5) "Gymnast" means a person registered in a class or program offered by the Society;
6) "Member" means each person who becomes a member of the Society in accordance with these bylaws and who has not ceased to be a member.
7) "Competitive" means a gymnast who competes for Flicka Gymnastics.
8) "Registered address" of a Member means their address as recorded in the member register;

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

PART 2 – MEMBERSHIP

2.1 The members for the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members.

1.2 The Society will have the following two classes of Members;

1) An Ordinary member shall be a competitive gymnast who has reached 18 years of age, or the parent/legal guardian of a competitive gymnast who not yet reached 18 years of age, and these Members will be entitled to exercise all rights of a Member set forth in these bylaws and the Act, including one (1) vote per Competitive Gymnast at a general meeting of the Society, and has not subsequently ceased to be a Member; and

2) Honorary members shall be those Members who have made or are expected to make an outstanding contribution to the benefit of the Society and, on the recommendation of the Board, have been declared to be an Honorary member, and who, will be entitled to exercise all rights of a Member set forth in these bylaws and the Act, including one (1) vote per Honorary member at a general meeting of the Society, and has not subsequently ceased to be a Member.

2.3 The amount of the annual membership fee, if any, will be determined by the Board.

2.4 Any Member may withdraw from the Society by giving written notice to such effect to the Society.

2.5 A person will immediately cease to be a Member:

1) upon delivering the notice described in section 2.4 of these bylaws; or
2) upon their death; or
3) upon being expelled; or
4) upon failing to be in good standing for a period of six consecutive months.

2.6 Subject to the Act, a Member may be expelled by special resolution passed at a general meeting of the Society, provided the notice of the meeting specifies that such expulsion is to be placed before the Members. The person who is the subject of the proposed resolution for expulsion will be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.7 Members will not be in good standing if they have failed to pay any annual membership fee, or any other subscription or debt due and owing by them to the Society, and they are not in good standing as long as the debt remains unpaid.

2.8 Every Member will uphold the Constitution of the Society and comply with these bylaws.

PART 3 – MEETINGS OF MEMBERS

3.1 The general meeting of the Society will be held at such time and place as the Board decides. There shall be a minimum of one general meeting per year to be held in the month of September or October.

3.2 Every general meeting other than the above-mentioned general meetings is an extraordinary general meeting.

3.3 The Board may, whenever they think fit, convene an extraordinary general meeting.

3.4 The Society will give not less than 14 days written notice of a general meeting of the Society to the Members, but the Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.5 Notice of a general meeting will specify the place, the day, and the hour of the meeting.

3.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the Members will not invalidate proceedings at that meeting.

3.7 Any Member who wishes to move a resolution at a general meeting will give in writing to the Secretary notice thereof containing the text of the resolution at least 10 days before the date of the meeting. The Secretary will cause such notice to be posted on a notice board at the principal place of operations of the Society and, if the President so directs, will send the same or a summary to each Member.

3.8 An "ordinary resolution" is:

1) a resolution passed at a general meeting by the Members by a simple majority of votes cast; or
2) a resolution that has been submitted to the Members, and consented to in writing by 75% of the Members; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society;

3.9 A "special resolution" is:

1) a resolution passed at a general meeting by a majority of not less than 75% of the votes of the Members;
    a) of which the notice that these bylaws provide specifying the intention to propose the resolution as a special resolution has been given; or
    b) if every Member entitled to attend vote at the meeting so agrees, at a meeting of with no less than 14 day notice has been given; or

2) a resolution consented to in writing by every Member, and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the Society.

PART 4 –PROCEEDINGS AT GENERAL MEETINGS

4.1 At a general meeting the following business is ordinary business:

1) Adoption of rules of order;
2) consideration of the financial statement of the Society;
3) consideration of the report(s) of the Board, if any;
4) the report of the auditor of the Society, if any;
5) the election of Directors;
6) the appointment of an auditor, if required;
7) such other business that, under these bylaws or any governing statutes, ought to be transacted at a general meeting, or business as brought under consideration by the Board issued with the notice of the meeting.

4.2 A quorum at a general meeting of the Society is ten (10) Members in good standing.

4.3 No business, other than the election of a Chair of 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.

4.4 If at any time during the 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.

4.5 If within 30 minutes of the time specified for a general meeting a quorum is not present, the meeting, if convened on the requisition of the Members, will be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.6 Subject to section 4.7 of these bylaws, the President of the Society or, in their absence, the Vice-President or, in the absence of the President and the Vice President, one of the other Directors present will preside as the Chair of a general meeting.

4.7 If at any general meeting the President is not present within 15 minutes of the time specified for the meeting, or requests that he not chair the meeting, and the Vice-President is not present at such time or requests that they not Chair the meeting, and there is no other Director present willing to act as the Chair, the Members present may choose one of their number to be Chair of that meeting.

4.8 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.

4.9 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 ten days or more, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.10 All resolutions proposed at a general meeting must be seconded. The Chair of the meeting may move or propose a resolution.

4.11 A simple majority of votes cast will be required to pass a resolution at a general meeting.

4.12 A Member in good standing present at a meeting of Members is entitled to one vote.

4.13 Only in case of an equality of votes will the Chair of a meeting of Members be entitled to vote. In the event that the Chair does not exercise the right to vote, the resolution will be deemed to have failed.

4.14 Voting will be by a show of hands unless a secret ballot is requested by a Member present at the meeting in which case voting will be by secret ballot. The Chair of the meeting will direct the method of conducting such ballot.

4.15 Voting by proxy is not permitted.

PART 5 – BOARD OF DIRECTORS

5.1 To become a Director of the Society a person must fulfill the minimum qualifications under the Act and be a Member of the Society.

5.2 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 subject, nevertheless, to the provisions of:

1) all laws affecting the Society;
2) these bylaws; and
3) rules, not being inconsistent with these bylaws, which are made from time to time by the Society at a general meeting;

including without limitation the power to:

1) engage, discharge and set and vary the terms of employment of all employees of the Society;

2) make and alter rules for the regulation of the affairs and conduct of the Society and the enjoyment of the benefits there or not being inconsistent with the Constitution of the Society and these bylaws;
3) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments or make provision therefor;
4) authorize all expenditures in connection with the affairs of the Society and its operations;
5) in the name of the Society, bring or defend any legal proceedings on behalf of or in the interest of the Society for any purpose whatsoever;
6) administer all the affairs of the Society and, set rules (not inconsistent with these bylaws), fix the tariff of prices and charges, arrange modes of payment of accounts and make rules with regard to the operation of the Society; and
7) employ a Senior Manager and determine their engagement upon such terms as the Board thinks proper. The Senior Manager will manage and supervise the operation of the Society and its employees subject to such directions as may be established by the Board from time to time. The Board will have power to delegate to the Senior Manager such powers and duties of the Board as they determine in their absolute discretion. If the position of Senior Manager becomes vacant, the Board will have power to appoint an acting Senior Manager.

5.3 No rule made by the Society at a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.4 The number of elected Directors will not be less than 5 and not more than 12 determined from time to time at a general meeting.

5.5 Subject to section 5.9 of these bylaws, the Members will elect Directors annually at an annual general meeting and each Director of the Society will hold office for a two (2) year term and there shall be no limit to the number of terms a Director may serve.

5.6 Notwithstanding section 5.5 of these bylaws, if no successor is elected to succeed a Director at a general meeting of the Society, the person previously elected or appointed will continue to hold office.

5.7 Any Member may nominate an eligible Member for election as a Director of the Society provided that such nomination is signed by the nominating Member and the nominated Member and submitted in writing to the Secretary not later than ten days prior to the annual

general meeting. The Secretary will maintain a list of all submitted nominations and will provide a copy of such list to any Member on request.

1) A Member may nominate a Member at the annual general meeting, provided that the Member nominated is present at the meeting and agrees to be nominated.

5.8 Each Director of the Society will subscribe to and support the purposes, constitution and bylaws of the Society.

5.9 If a Director of the Society resigns their office or otherwise ceases to hold office during their term, the Board may appoint a Member to take the place of the former Director for the duration of the term of office.

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

5.11 The Members may by special resolution remove a Director of the Society before the expiration of their term of office and may elect a successor to complete the term of office.

5.12 A person will immediately cease to be a Director of the Society:

1) upon delivering their resignation in writing to the Society; or
2) upon becoming bankrupt or suspending payments with their creditors; or
3) upon being removed by a special resolution; or
4) upon their death; or
5) upon failing to attend or participate in meetings of the directors for a period of three consecutive months, unless such absence is specifically approved in writing by a majority of the Directors other than the named Director; or
6) upon ceasing to be qualified under section 5.1 of these bylaws.

5.13 In accordance with Article 14.3 b), no Director of the Society will be remunerated for being or acting as a Director, but may be reimbursed for all expenses necessarily and reasonably incurred and with the approval of the Board while engaged in the affairs of the Society.

5.14 In investing the funds of the Society, the Board will not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which the Board considers advisable. Subject to the provisions of the Act, the Directors will not be liable for any loss that may result in connection with any such investments made by the Board in good faith.

5.15 Any Member in good standing shall be entitled to examine the records of the Society as permitted under the Act, save and except for the minutes of the Board of Director's meetings and the Society's accounting records, provided fifteen (15) days' notice is given to the Secretary.

PART 6 – PROCEEDINGS OF DIRECTORS

6.1 Meetings of the Board may be held at any time and place to be determined by the Directors provided that at least seven days' notice of such meeting is given either in writing, electronically, by phone, or in person to each Director. If the Board establishes a fixed time and place for the holding of their meetings, no notice of meetings to be held at such fixed time and place need be given. Directors may waive notice of a meeting of the Board or consent to the reduction of the period of notice convening the meeting and may be given such waiver or consent before, during or after the meeting. Notice of a special meeting of the directors will state the business to be transacted and no business other than that stated in the notice will be transacted at such meeting.

6.2 Meetings of the Board may be held, or any Director may participate in a Board meeting, by telephone conference or other communications equipment, so long as all Directors participating in the meeting can hear one another, and all Directors participating in any such meeting will be deemed to be attending the meeting.

6.3 Forty percent (40%) of the Directors constitute a quorum at any Board meeting

6.4 The President will be the Chair of all meetings of the Board; but if at any meeting the President is not present within 15 minutes after the time appointed for holding a meeting, the Vice-President will be the Chair; but if at any meeting the Vice-President is not present within 15 minutes after the time appointed for holding the meeting, the Directors present will choose one of their number to be Chair of the meeting.

6.5 A Director may at any time, and the Secretary, on the request of a Director, will, convene a meeting of the Board.

6.6 For a first Board meeting held immediately following the election of Directors at an annual or other general meeting of Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director for the meeting to be constituted, if a quorum of the Directors is present.

6.7 The Chair of a meeting of Directors may move or propose a resolution.

6.8 A simple majority of votes cast at a Board meeting will be required to pass a resolution. In case of an equality of votes the Chair will not have a casting vote.

6.9 No resolution proposed at a Board meeting need be seconded.

6.10 Voting will be by show of hands except as otherwise provided.

6.11 A resolution in writing approved by all the Directors and placed with the Board minutes, is as valid and effective as if regularly passed at a Board meeting.

6.12 A Director who may be absent temporarily may send or deliver to the Society a waiver of notice which may be delivered electronically, or any Board meeting at any time, withdraw the waiver, and until the waiver is withdrawn:

1) no notice of Board meetings will be sent to the Director; and
2) any and all Board meetings, notice of which has not been given to that Director will, if a quorum of Directors is present, be valid and effective.

PART 7 – COMMITTEES

7.1 The Board may delegate any, but not all, of their powers to committees as they think fit.

7.2 Members of committees may be persons other than Directors and shall be appointed by and hold office at the pleasure of the Board. The Board may appoint a person to be the Chair of a committee and authorize the Chair to select the members of the committee. Committees will limit their activities to the purposes for which they are appointed, and they will have no power to act unless specifically conferred by these bylaws or resolution of the Board. Unless specifically designated as a standing committee, any committee so created will be created for a specific time period. Upon completion of such time period or the task for which it is appointed as a special committee, the special committee will automatically be dissolved.

7.3 A committee formed by the Board will conform in the exercise of the powers so delegated to any rules that may from time to time be imposed on it by the Board, and will regularly report all activities in the exercise of those powers to the earliest meeting of the Board.

7.4 The members of any committee may meet and adjourn as they think proper and the meetings of committees will be governed by the rules set out in Part 6 of these bylaws.

PART 8 – OFFICERS

8.1 The Board will elect from among the Directors a President, Vice-President, a Secretary and a Treasurer at the first meeting of the directors held after each annual general meeting of the Society. The Board may allow Officers to share positions as Co-Officers.

8.2 A Director may be removed from the office of President, Vice-President, a Secretary or Treasurer by a resolution passed in a Board meeting by a majority of not less than 75% of the Board.

8.3 If a President, Vice-President, a Secretary or Treasurer does not complete their term, the Board will elect a replacement.

8.4 The Board may appoint and remove such other Officers of the Society as they deem necessary.

8.5 The Secretary will be responsible for:

1) the issuance of notices of meetings of the Society and the Directors;
2) the keeping of minutes of meetings of all meetings of the Society and Directors;
3) the custody of all records and documents of the Society;
4) the custody of the common seal of the Society, if any; and
5) the delegation of maintenance of the register of voting Members.

8.6 The Treasurer will be responsible for:

1) the keeping of such financial records, including books of account, as are necessary to comply with the Act; and
2) the rendering of financial statements to the Board and, as and when required by the Act, to the Members.

8.7 The offices of the Secretary and Treasurer may be held by one person who will be known as the Secretary/Treasurer.

8.8 In the absence of the Secretary from any meeting, the Board will appoint another person to act as Secretary at that meeting.

8.9 The other Officers of the Society shall have such responsibilities and authority as the Board determines from time to time.

8.10 The Men's and Women's Head Coach(es) are welcome participants at Board meetings.

PART 9 – SEAL

9.1 The Board may provide a common seal, if any, for the Society and they will have power from time to time to destroy it and substitute a new seal in the place of the seal destroyed.

9.2 The seal will be affixed only when authorized by a resolution of the directors, and then only in the presence of the persons prescribed in the resolution or, if not persons are prescribed, in the presence of any two (2) Directors.

PART 10 – BORROWING

10.1 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 the manner they decide, may mortgage, charge or encumber the assets of the Society and, in particular but without limiting the foregoing, by the issue of debentures.

10.2 No debenture will be issued without prior approval of the Society by special resolution.

10.3 The voting Members, by special resolution, may restrict the borrowing powers of the Board, but such a restriction imposed expires at the next annual general meeting.

PART 11– AUDITOR

11.1 This Part applies only if the Society is required or has resolved to have an auditor.

11.2 The Board will appoint an auditor to fill any vacancy occurring in the office of auditor.

11.3 At each annual general meeting the Society will, if required by the Act, or may, if so resolved by special resolution, appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

11.4 An auditor may be removed by an ordinary resolution.

11.5 An auditor will be promptly informed in writing of appointment or renewal.

11.6 No Director and no employee of the Society will be auditor of the Society.

11.7 The auditor of the Society, if any, may attend a general meeting.

PART 12 – NOTICES TO MEMBERS

12.1 Notice of a general meeting will be given to:

1) Members on any day (not more than 30 days prior to the day notice is given) fixed by the Board as a record date for the giving of such notice or, if no such record date is fixed, on the day notice is given; and
2) The auditor of the Society, if Part 11 applies.

No other person is entitled to receive a notice of a general meeting.

12.2 A notice may be given to a Member either personally or to their gymnast child or by surface or electronic mail at the address most recently shown for such Member on the register of Members or by posting the notice on a notice board at each place of operation of the Society.

12.3 A notice sent by electronic mail will be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly received.

PART 13 – INDEMNIFICATION

13.1 Subject to the provisions of the Act, each officer, director, employee or agent of the Society will be indemnified by the Society against all expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being, or having been, an officer, director, employee or agent of the Society, except in relation to matters as to which they will be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of their duty as an officer, director, or employee. "Derelict" will mean grossly negligent, criminally negligent, intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

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

PART 14 – BYLAWS

14.1 These bylaws will not be altered except by special resolution.

14.2 These provisions were previously unalterable:

(e) To establish such membership fees and admission, registration and tuition charges as may be deemed desirable.

(f) To accumulate from time to time part of the fund or funds of the Society and income therefrom subject to any statute or laws from time to time applicable.

(g) To invest funds of the Society in such a manner as the directors may determine in those investments authorized by law for trustees.

(h) To provide financial assistance to deserving or needy gymnasts by way of scholarship, bursary or grant.

(i) To solicit and receive donations, bequests legacies and grants, and to enter into agreements, contracts, and undertakings incidental thereto.

(j) To acquire by purchase, contract, donation, legacy, gift, grant bequest or otherwise, any personal property and to enter into and carry out any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto and sell, dispose of and convey the same or any part thereof, as may be considered advisable.

(k) To acquire by purchase, lease, devise, gift, or otherwise, real property and to hold such real property or interest therein necessary for the actual use and occupation of the Society for carrying on its charitable undertaking, and when no longer so necessary to sell, dispose of an convey the same or any part thereof.

(l) To enter into any arrangements with authorities, federal, provincial, municipal, local or otherwise, or corporations, associations, societies, or persons, which may seem conducive to the attainment of the objects of the Society, or any of them and to obtain from any such body or persona any rights, privileges, and concessions which the Society may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

(m) To raise, borrow, provide or otherwise secure funds in such a manner as the Society may see fit, and in particular, by mortgage or by the issue of notes, bonds, debentures or otherwise, charged upon all or any of the Society's assets and property and to redeem and pay same, except that the Society shall be restricted from incurring debts other than debts to buy investments, to fund current operating expenses or to fund expenses incurred in administering the Society's activities.

(n) To employ and pay such assistants, clerks, agents, representatives, and employees, and to procure, equip and maintain such offices and other facilities and to incur such

reasonable expenses, as may be necessary provided that the Society shall not pay any remuneration to a director in any capacity whatsoever.

(o) To remunerate any person, firm, society or corporation for services rendered or to be rendered in or about the formation or promotion of the Society or the conduct of its operations.

(p) To co-operate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar purposes to that of the Society.

(q) To make gifts to charitable organizations (being registered charities within the meaning of the Income Tax Act) which charitable organizations, in the view of the directors, promote causes complimentary to the purposes of the Society.

(r) To take or otherwise acquire and hold hares in any company or society having objects or purposes altogether or in part similar to those of the Society or carrying on any business capable of being conducted so as to benefit the Society, PROVIDED HOWEVER that the Society shall be prohibited from acquiring control of any company.

(s) To demand and compel payment of all sums of money and claims to any real or personal property in which the Society may have an interest and to compromise any such claims and generally to sue and be sued in its corporate name.

(t) To draw, make, set, endorse, execute and issue cheques and other negotiable or transferable instruments.

(u) To do all such things as are incidental and conducive to the attainment of any of the above purposes, or for the necessary and proper operation of the Society.

14.3 The following special provisions (which are alterable) shall apply to the Society:

a) The Society shall be carried on without the purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its purposes. No part of the profits or other accretions of the Society shall be made available for the personal benefit of any member, director or officer of the Society.

b) The directors of the Society shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses, incurred by them in the performance of their duties.

c) The Society shall be restricted from supporting or opposing any candidate for public office and from carrying out any other political activity except political activity ancillary to its charitable purposes.

d) The Society shall be prohibited from making “non-qualified investments” as defined in paragraph 149(1)(e.1) of the Income Tax Act (Canada).

14.4 The operations of the Society are to be chiefly carried on in the City and District of North Vancouver. This provision is unalterable.

14.5 The following special provision (which was previously unalterable) shall apply to the Society:

Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed to such charitable organizations as the directors shall determine or, failing such determination by the directors, as the Members shall determine by ordinary resolution.