ALLISTON GYMNASTICS CLUB

BY-LAWS

Being a by-law relating generally to the transaction of the affairs of

Alliston Athletics Gymnastic Club

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the corporation as follows;

1. INTERPRETAION:

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

a) The singular shall include the plural and the plural the singular;
b) The masculine shall include the feminine and the neuter;
c) "Person" shall include individuals, bodies corporate, partnerships, syndicates, trust, unincorporated organization and any number of aggregate of person;
d) "Board" means the Board of Directors of the Corporation;
e) "Corporation" or "Club" means Alliston Athletics Gymnastics Club

2. HEAD OFFICE

The Head Office of the Corporation shall be in the County of Simcoe in the Province of Ontario at such a place therein as the Directors may from time to time determine.

3. CORPORATION SEAL

The seal, an impression whereof is stamped at the end of this by-law, shall be the corporate seal of the corporation.

4. CORPORATE DOCUMENTS

All necessary books and records of the corporation required by the by-laws or the corporation or by and application statue or law are regularly and properly kept in the head office.

5. MEMBERSHIP

5.01 The Membership shall consist of;

a) Regular members - open to any gymnast who is registered in a program and who has paid the prescribed dues. Attendance at the club meetings is optional. There will be no voting privileges for regular members.

b) Voting members – open to a designated parent or guardian of any gymnast who is a regular member. Voting members will receive one (1) vote per gymnast. If the athlete which is registered in a program is 18 years of age, they would have voting privileges.

c) Associate member – open to any person who willingly and actively supports the Clubs objectives and whose application is approved by the Board. Voting privileges are extended by to this person if he/she is an officer of the Corporation or if voting privileges are extended by the Board

d) Coaching members – open to any person approved by the Board as a coach. Voting privileges will be extended to this person if he/she is an officer of the corporation or if privileges are extended by the Board.

e) Honorary members – may be granted to any person for his contribution towards the Club's objectives as recommended by the Board. This person will not be granted voting privileges.

5.02 Fees:

The Board shall determine fees payable by members and such fees will be paid upon application for membership.

5.03 Expulsion for Non-payment of Fees

The board may expel any member whose payment of fees is more than one (1) month in arrears. Before this is done, such members must be served with a written notice stating the amount of their arrears, and the fact that in the event of non-payment within fifteen (15) days from the date of the notice, he/she will be subject to expulsion upon resolution of the board.

5.04 Resignation

Any member may resign by submitting their written resignation to the President of the corporation and it shall become effective upon its acceptance by the Board.

5.05 Cessation of Membership

Any members who shall resign or be expelled as a member of the corporation shall immediately return to the Corporation all books or other property of the Corporation, which he/she may be in possession, and they shall remain liable for the payment of all monies due from him/her at the date of his/her resignation or expulsion from membership.

5.06 Duties of Member

It is a duty of each member to pay the membership fees as established and to perform other duties assigned by the Board. Members not willing to carry out assigned duties may be levied with additional fees determined by the board. Members shall observe the provisions of the Club's Constitution and By-laws and the rules and regulation of the gymnastic governing bodies in Ontario and Canada. Members shall abide by all resolutions and decisions of the Board or the members of the Club.

5.07 Rights of Members

Each member has the right to attend and participate in all meetings of the Club's membership; to be kept informed of the decisions reached by the general membership during these meetings and the Board affecting the welfare of the gymnasts; and, to exercise his/her vote accordance with the provisions of the By-laws of the Club.

6. DIRECTORS AND OFFICERS

6.01 Management

The affairs of the Corporation shall be managed by a Board of at least six (6) directors which may exercise all such powers and do all such things as may be permitted by the by-laws of the Corporation, or by statue expressly directed or required to be done by the

Corporation at meeting of its members. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and may be any other officers as the Board may decide. No two of the aforesaid officers, nor any other office which may subsequently be created by the Board may be held by the same person.

6.02 Qualification

Each director shall be eighteen (18) or more years of age at the time of his/her election and throughout his/her term of office shall be considered an associate member in good standing of the Corporation.

6.03 Quorum

A majority of the members shall form a quorum for the transaction of business

6.04 Term

A board director shall be retired after the term of their position has been fulfilled. Election of Board directors shall be held at the annual general meeting. Board positions shall be held for a period of two (2) years.

The term of the Board officers shall be as follows: President, Vice President, Secretary and Treasurer shall be elected to hold office for a period of two years, further, the president and secretary shall hold their position for the same 2-year term, and the Vice President and Treasurer shall hold their position for the same 2-year term, as elected on the alternate year to President and Secretary. The term shall be retired at the end of the aforementioned period alongside the fiscal year, and each member shall be eligible for re-election at the annual meeting.

6.05 Election and Appointment

The board and its membership at its Annual Meeting shall elect a President, Vice President, Secretary and Treasurer and a minimum of two (2) directors at large from among its members and may appoint or elect such other offices as may be deemed advisable who need not be a members of the Board and, who have such authority and shall perform such duties as shall be prescribed by the Board.

6.06 Removal

At any meeting of the Board duly called for the purpose, any officer may be removed for cause as an officer by majority vote of the directors.

6.07 Vacancies

If any office becomes vacant, the Board may fill such vacancy temporarily until the following general meeting. If the office that has been vacated belongs to the President, Vice-President, Secretary or Treasurer, the position will be immediately available for the membership to vote on during the following general meeting, at which time, the term of the officer shall follow as described in the definition of the Term.

6.08 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall have and perform all powers and duties incident of their respective officers and such other powers and duties as may from time to time be assigned to them by the Board.

6.09 Duties of Officers

a) President – shall, when present preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall be charged with the general management and supervision

b) Secretary – shall be responsible for recording the minutes of all meetings of the Board of Directors and members. Shall give all notices required to be given to the directors, members, auditors and committees of the Board. Shall be custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he/she shall deliver up only when authorized by resolution of the Board to do so and to such person as many be named in the resolution.

c) Treasure – shall have care and custody of all the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such bank or banks or with such other depository or depositories as the Board may direct. He/she shall disburse the funds of the Corporation as directed by the Board and maintain account of all his transactions as treasurer and of the financial position of the Corporation.

d) Vice President – If for any reason the president is unable to perform his/her duties, the ranking vice president shall perform the duties of, and have the authority as, the president.

e) Director-at-Large – shall be responsible for the general management, supervision and efficient operation of his respective area of responsibility as assigned by the Board of Directors.

6.10 Remuneration

The directors shall receive no remuneration for acting as such. Reasonable expenses incurred by any director in the performance of his/her duties may be paid out of the funs of the Corporation.

6.11 Conflict of Interest

It shall be the duty of every Board member who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract/arrangement with the Corporation to declare such interest at the meeting when he/her first becomes aware of such conflicts and to refrain from voting in respect of the contract or arrangement or proposed contract/arrangement.

6.12 Protection of the Board Member

No Board member shall be liable for the acts, receipts, neglect or defaults of any other Board member or employee or for any loss, damage, expense or misfortune happening to the Corporation which shall happen during the time or in execution of his duties as Board member unless the same shall happen through that Board member's own willful neglect or default.

Every Board member and hi/her heirs, executors, 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;

a) All costs, charges and expenses whatsoever that such Board members sustains or incurs in or about and action, suit or proceeding that is brought, commences or persecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his office.
b) All other cost, charges and expenses that sustain or incurs in or about or in relation to the affairs of the Corporation; except such costs, charges or expenses as are occasional by his own willful neglect or default.

7. MEETINGS

7.01 Annual Meeting

The annual meeting of the members shall be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the statue to be read and laid before the Corporation at an annual meeting, elect officers and for eh transaction of such other business as may property be brought before the meeting,

7.02 General Meeting

A majority of the Board or the President and shall have power to any time call a general meeting of the members of the Corporation for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

The membership may at any time request in writing to the Board, a general meeting of the members of the Corporation for the transaction of any business, the general nature of which is specified when the request is made to the Board, provided that at least 10% of the membership has furnished in the specific purpose of the meeting in writing, and as authorized by the member signatures to confirm the request. Any such endorsed request from the membership shall be delivered to the board, by hand or through electronic means, and shall be transacted by the Board within at least fourteen (14) days of the receipt of said request. The Board shall in cases of General meeting called by the membership in this manner, provide notice of meeting to the entire membership at least fourteen (14) days prior to the time fixed for holding such meeting.

7.03 Notice of Meeting

Notice of time and place of a members meeting, annual or general, shall be required to be given to each member by public notice, advertisement or by delivery. Delivery of such notice may be by hand, by mail or by electronic means not less than ten (10) days before the time fixed for the holding of such meeting. For the purpose of sending notice to any member shall be his/her last address recorded on the books of the Corporation.

7.04 Quorum (Annual and General Meeting)

A quorum for the transaction of business at any meeting shall consist of minimum of 20 members in good standing who are present in person and if within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. Quorum to dissolve the corporation shall require a majority of the membership.

7.05 Voting of Members

Each voting members of the Corporation shall at all annual and general meetings be entitled to one vote. At all meeting every transaction of business shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the corporation or by law. Every transaction of business shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect shall be made in the Minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number proportion of votes according in favour of or against such resolution. The demand for poll may be withdrawn, buy if a poll be demanded and not withdrawn the transaction of business shall be decided by a majority of votes given by the members upon the matter in question. In case of an equality of votes at a general meeting, whether upon a show of hands or at a poll, the chairman shall be entitled to a second or casting vote.

7.06 Calling of Board Meeting and Notice

The President or any two directors may convene a meeting of the Board at any time. Notice of such meeting shall be delivered personally or delivered by electronic means to each director not less than one (1) day before the meeting is to take place or shall be mailed to each director not less the two (2) days before the meeting is to take place.

7.07 Omissions and Errors

The accidental omission to give any notice to any director, officer, member or other person or the non-receipt of any notice by any such person or any notice not affecting the substance thereof shall no invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

7.08 Adjournments

Any meeting of members or of the Board or of any committee may be adjourned to any time and from time to time and such business as 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. Such adjournment may be made notwithstanding the no quorum is present.

8. FINANCES

8.01 Fiscal Year

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 30th day of June, in each year.

8.02 Banking and Cheques

All cheques, bills or exchange of other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by any two signing officers. They shall endorse notes or cheques for deposit with the Corporation bankers for the credit of the Corporation, or the same maybe endorsed “for collection” or “for deposit” with the bankers of the corporation by using the Corporation rubber stamp for the purpose.

Forms of payment shall be paid via cheques, bills, electronic payments or exchange of other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by any two signing officers.

8.04 Borrowing

The Board may from time to time, in their discretion borrow money on the credit of the Corporation. From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies arrangements, terms and condition and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize and generally to manage, transact ad settle the borrowing of money by the Corporation.

8.05 Investments

Such monies of the Corporation not required for its immediate purpose may be invested and dealt with from time to time by the Board is such investments and in such a manner as it thinks fit.

8.06 Dissolution

Upon the dissolution of the Corporation for any reason but after the payment of all its debts and liabilities, the remaining property of the corporation shall be distribution or disposed of to one or more charitable organization or to one or more organization the objects of which are beneficial to the community and are altogether or in part similar to those of the Corporation and the work of which is carried on solely in Ontario.

9. PROVINCIAL AND NATIONAL MEMBERSHIP

The duties and rights of the Club towards the governing body of gymnastics in Ontario shall be as defined in the constitutional by-law of that provincial body. The governing body of gymnastics in Ontario, referred to in the by-law is the Ontario Gymnetics Federation. The governing body of gymnastics in Canada, referred to in the by-law is the Canadian Gymnetics Federation.

10. AMENDMENT OF THE BY-LAW

The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds of the votes casted at a meeting of members duly called for the purpose of considering the said by-law or at the next annual meeting of the members.

The board can make proposals to amend the by-law which shall be voted on by the board of directors and be brought forward to the members at the AGM. The membership will receive notice of amendments to the bylaws by either electronic means or shall be posted 30 days prior to the AGM.

ENACTED AND PASSED this 4th day of October, 2020.

WITNESS the corporate seal of the Corporation.

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President	Secretary