



## **BYLAWS OF THE TERRACE PEAKS GYMNASTICS CLUB SOCIETY**

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**TERRACE PEAKS GYMNASTICS CLUB**

Box 212  
Terrace, BC V8G 4A6  
(250) 638 0447

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## **PART 1 - DEFINITIONS AND INTERPRETATION**

### **DEFINITIONS**

**1.1** Terms, words, and phrases used in the bylaw shall have the following meanings, whether appearing in capital or lower-case form:

- "Address of the Society"** means the registered office address of the Society as on record from time to time with the Registrar;
- "Act"** means the Societies Act of British Columbia as amended from time to time; and includes any successor legislation thereto;
- "Annual Report"** means the report provided to the Membership at the Annual General Meeting;
- "Board"** means the Directors of the Society;
- "Bylaws"** means these Bylaws as altered from time to time;
- "General Manager"** means the person appointed as General Manager by the Board and is a Senior Manager under the Act;
- "Code of Conduct"** means the code of conduct of the society adopted by the Board;
- "Contractual Signing Officer"** means a Director or General Manager that has been appointed signing authority to certify contracts and other records of the Society;
- "Financial Signing Officer"** means a Director that has been appointed signing authority to certify cheques and all banking documents of the Society;
- "Fundraising Committee"** means the committee of the Society's Board that is responsible for overseeing fundraising;
- "Member"** means a Youth Member or a Voting Member;

- "Policy and Governance Committee"** means the committee of the Society's Board that is responsible for reviewing, updating, and creating policies for the Society;
- "Society"** means the Terrace Peaks Gymnastics Club;
- "Voting Member"** means a person that is nineteen (19) years of age or older that has been admitted as a Member of the Society;
- "Youth Member"** means a person that is less than (19) years of age that has been admitted as a Member of the Society.

#### **DEFINITIONS OF THE ACT APPLY**

- 1.2** The Definitions in the Act apply to these Bylaws.

#### **HEADINGS FOR CONVENIENCE ONLY**

- 1.3** Section headings and the table of contents are for convenience purposes only and shall not be used in the interpretation of this Bylaw.

#### **CONFLICT WITH ACT OR REGULATIONS**

- 1.4** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 - GYMNASTICS BC**

#### **MEMBERSHIP WITH GYMNASTICS BC**

- 2.1** The Society is a Member of Gymnastics BC, and all Directors and Members shall comply with the constitution, bylaws, policies, and procedures of Gymnastics BC.

#### **GYMNASTICS BC REPRESENTATIVE**

- 2.2** A General Manager, if appointed, will be appointed as the representative of the Society to Gymnastics BC.

## **PART 3 - MEMBERSHIP**

### **CLASSES OF MEMBERSHIP**

**3.1** Membership consists of the following classes:

- a) Voting Members, and
- b) Youth Members.

### **ADMISSION TO MEMBERSHIP**

**3.2** A person who is less than nineteen (19) years of age becomes a Youth Member when they:

- a) are enrolled in one or more ongoing structured programs offered by the society, or
- b) are registered in a program that regularly uses the same equipment or facility that is used by the Society.

**3.3** A person who is (19) years of age or older becomes a Voting Member when they:

- a) are enrolled in one or more ongoing structured programs offered by the Society; or
- b) hold a registration account with the Society for a child enrolled in one or more ongoing structured programs offered by the Society.

**3.4** A Voting Member holds one (1) vote.

**3.5** Notwithstanding section 3.3, a person who is nineteen (19) years of age or older may apply to the Board for Membership in the Society as a Voting Member, and the person becomes a Voting Member on the Board's acceptance of the application.

**3.6** Membership in the Society will be restricted to:

- a) those Persons who are Members in good standing on the date these Bylaws come into force; and
- b) those Persons whose subsequent application for admission as a Member has been accepted in accordance with these Bylaws.

### **DUTIES OF MEMBERS**

**3.7** Every Member must uphold the constitution of the Society and must comply with these Bylaws.

### **AMOUNT OF MEMBERSHIP DUES**

**3.8** The amount of the annual Membership dues, if any, must be determined by the Board.

### **MEMBER NOT IN GOOD STANDING**

**3.9** A Member is not in good standing if the Member fails to pay the Member's annual Membership dues or program fees, if any, and the Member is not in good standing for so long as those dues remain unpaid.

### **MEMBER NOT IN GOOD STANDING MAY NOT VOTE**

**3.10** A Voting Member who is not in good standing:

- a) may not vote at a general meeting, and
- b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

### **TERMINATION OF MEMBERSHIP IF MEMBER NOT IN GOOD STANDING**

**3.11** A person's Membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

**3.12** The Board may by board resolution expel a Member for conduct which is contrary to the Society's code of conduct, or likely to endanger the reputation of the Society.

### **RIGHTS OF MEMBERSHIP**

**3.13** A Voting Member in good standing has the following rights of Membership:

- a) make or second motions at a General Meeting;
- b) speak in debate on motions under consideration in accordance with such rules of order as may be adopted under policy;
- c) exercise a vote on matters for determination at General Meetings;
- d) stand for election as a Director, in accordance with these Bylaws;
- e) serve on committees of the Society, as invited;
- f) participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time; and
- g) Submit a Member proposal to General Meetings.

- 3.14** A Youth Member in good standing has the following rights of Membership:
- a) speak in debate at a General Meeting on motions under consideration in accordance with such rules of order as may be adopted; and
  - b) serve on committees of the Society, as invited.

## **PART 4 - GENERAL MEETINGS OF MEMBERS**

### **TIME AND PLACE OF GENERAL MEETING**

- 4.1** A General Meeting must be held at the time and place the Board determines.
- 4.2** A General Meeting will include access for participation electronically.

### **ORDINARY BUSINESS AT GENERAL MEETING**

- 4.3** At a General Meeting, the following business is ordinary business:
- a) adoption of rules of order;
  - b) consideration of any financial statements of the Society presented to the meeting;
  - c) consideration of the reports, if any, of the Directors, General Manager or auditor;
  - d) election or appointment of Directors;
  - e) appointment of an auditor, if any; and
  - f) business arising out of a report of the Directors not requiring the passing of a special resolution.

### **NOTICE OF SPECIAL BUSINESS**

- 4.4** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

### **CHAIR OF GENERAL MEETING**

- 4.5** The following individual is entitled to preside as the chair of a general meeting:
- a) the individual, if any, appointed by the Board to preside as the chair;
  - b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,



- i) the President,
- ii) the Vice-President, if the President is unable to preside as the chair, or
- iii) one of the other directors in attendance at the meeting, if both the President and Vice-President are unable to preside as the chair.

#### **ALTERNATE CHAIR OF GENERAL MEETING**

- 4.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are in attendance must elect an individual in attendance at the meeting to preside as the chair.

#### **QUORUM REQUIRED**

- 4.7** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of Voting Members is in attendance.

#### **QUORUM FOR GENERAL MEETINGS**

- 4.8** The quorum for the transaction of business at a General Meeting is double the number of director positions (excluding any vacancies) at the onset of the General Meeting.

#### **LACK OF QUORUM AT COMMENCEMENT OF MEETING**

- 4.9** If, within 30 minutes from the time set for holding a General Meeting, a quorum of Voting Members is not in attendance,
- a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and
  - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are in attendance constitute a quorum for that meeting.

#### **IF QUORUM CEASES TO BE IN ATTENDANCE**

- 4.10** If, at any time during a General Meeting, there ceases to be a quorum of Voting Members in attendance, business then in progress must be suspended until there is a quorum in attendance

or until the meeting is adjourned or terminated.

#### **ADJOURNMENTS BY CHAIR**

- 4.11** The chair of a General Meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### **NOTICE OF CONTINUATION OF ADJOURNED GENERAL MEETING**

- 4.12** It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

#### **ORDER OF BUSINESS AT GENERAL MEETING**

- 4.13** The order of business at a General Meeting is as follows:
- a) elect an individual to chair the meeting, if necessary;
  - b) determine that there is a quorum;
  - c) approve the agenda;
  - d) approve the minutes from the last General Meeting;
  - e) deal with unfinished business from the last General Meeting;
  - f) if the meeting is an Annual General Meeting,
    - i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
    - ii) receive any other reports of Directors' and General Manager's activities and decisions since the previous annual general meeting,
    - iii) elect or appoint Directors, and
    - iv) appoint an auditor, if any.
  - g) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
  - h) terminate the meeting.

#### **METHODS OF VOTING**

- 4.14** Voting by Voting Members at a General Meeting may occur by any one or more of the following methods, at the discretion of the Board:
- a) by show of hands or voting cards;
  - b) by written ballot; or
  - c) by vote conducted by Electronic Means.
- 4.15** If, before or after such a vote, two (2) or more Voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

#### **ANNOUNCEMENT OF RESULT**

- 4.16** The chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

#### **PROXY VOTING NOT PERMITTED**

- 4.17** Voting by proxy is not permitted.

#### **MATTERS DECIDED AT GENERAL MEETING BY ORDINARY RESOLUTION**

- 4.18** A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

### **PART 5 - DIRECTORS**

#### **NUMBER OF DIRECTORS ON BOARD**

- 5.1** The Society must have no fewer than three (3) and no more than ten (10) Directors.

#### **TERM OF APPOINTMENT**

- 5.2** The term of office of Directors will be no longer than two (2) years.
- 5.3** A Member may be elected or appointed as a Director for an unlimited number of terms.

#### **ELECTION OR APPOINTMENT OF DIRECTORS**

- 5.4 At each Annual General Meeting, the Voting Members entitled to vote for the election or appointment of Directors must elect or appoint the vacant positions of the Board.
- 5.5 At the Annual General Meeting, the chair will open nominations for Director positions.
- 5.6 Any individual may nominate themselves or another individual.
- 5.7 A nominee will only be considered if they accept the nomination.
- 5.8 If an individual who makes a nomination is not a current Member, their nomination must be seconded by a Member in good standing.
- 5.9 Elections for vacant positions will be held in the following order:
- a) President;
  - b) Vice-President;
  - c) Secretary;
  - d) Treasurer; and
  - e) Directors-at-Large.

#### **QUALIFICATIONS OF DIRECTORS**

- 5.10 A person must be nineteen years of age or older in order to serve as a Director.
- 5.11 A person who is not a Member must become a Voting Member in order to serve as a Director.

#### **DIRECTORS MAY FILL CASUAL VACANCY ON BOARD**

- 5.12 The Board may, at any time, appoint a Member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

#### **TERM OF APPOINTMENT OF DIRECTOR FILLING CASUAL VACANCY**

- 5.13 A Director appointed by the Board to fill a casual vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **CEASING TO BE A DIRECTOR**

- 5.14** A Person will immediately and automatically cease to be a Director upon the date which is the later of:
- a) the date of receipt of their resignation in writing to the Society; and
  - b) the effective date of the resignation stated therein.
- 5.15** A Member will relinquish their position as a Director if they have unexcused absences from three board meetings from one Annual General Meeting to the next.

## **PART 6 - DIRECTORS' MEETINGS**

### **CALLING DIRECTORS' MEETING**

- 6.1** A Directors' meeting may be called by the President or by any two (2) other Directors.

### **NOTICE OF DIRECTORS' MEETING**

- 6.2** At least five (5) business days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

### **PROCEEDINGS VALID DESPITE OMISSION TO GIVE NOTICE**

- 6.3** The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### **CONDUCT OF DIRECTORS' MEETINGS**

- 6.4** The Directors may regulate their meetings and proceedings as they think fit.

### **QUORUM OF DIRECTORS**

The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

### **BOARD OBSERVERS**

- 6.5** A General Manager may be provided a standing invitation to attend Directors' meetings to present updates regarding the internal affairs of the Society at the request of the President

- 6.6** A General Manager is not permitted to vote at Directors' meetings.
- 6.7** A General Manager may put recommendations forward to the Board for consideration at Directors' meetings.

## **PART 7 - BOARD POSITIONS**

### **ELECTION OR APPOINTMENT TO BOARD POSITIONS**

- 7.1** Directors must be elected or appointed to the following Board positions,
- a) President;
  - b) Vice-President;
  - c) Secretary; and
  - d) Treasurer.
- 7.2** A Director, other than the President, may hold more than one position.

### **DIRECTORS AT LARGE**

- 7.3** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors-at-Large.

### **ROLE OF PRESIDENT**

- 7.4** The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- 7.5** The President will be the point of contact for the day to day needs of the General Manager.
- 7.6** The President will be appointed as a Financial Signing Officer of the Society.

### **ROLE OF VICE-PRESIDENT**

- 7.7** The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

### **ROLE OF SECRETARY**

- 7.8** The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of General Meetings and Directors' meetings;
- b) taking minutes of General Meetings and Directors' meetings;
- c) preparing agendas for Directors' meetings;
- d) keeping the records of the Society in accordance with the Act;
- e) conducting the correspondence of the Board;
- f) filing the annual report of the Society and making any other filings with the registrar under the Act.

**7.9** The Secretary will be appointed as chair of the Policy and Governance Committee.

#### **ABSENCE OF SECRETARY FROM MEETING**

**7.10** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

#### **ROLE OF TREASURER**

**7.11** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the Members or other sources;
- b) keeping accounting records in respect of the Society's financial transactions;
- c) preparing the Society's financial statements;
- d) making the Society's filings respecting taxes;

**7.12** The Treasurer will be appointed as a Financial Signing Officer of the Society.

**7.13** The Treasurer will be appointed as the chair of the Fundraising Committee.

**7.14** The Treasurer will be responsible to oversee any financial audits of the Society financial records.

## **PART 8 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

#### **REMUNERATION OF DIRECTORS**

**8.1** These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

## **PART 9 - SIGNING OFFICERS**

### **APPOINTMENT OF CONTRACTUAL SIGNING AUTHORITY**

- 9.1** A contract or other record to be signed by the Society must be signed on behalf of the Society according to the following hierarchy:
- a) the President, together with one other director,
  - b) two (2) other directors, or
  - c) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

### **APPOINTMENT OF FINANCIAL SIGNING OFFICERS**

- 9.2** The Board will, from time to time by Board Resolution, appoint Financial Signing Officers who shall be authorized to sign cheques and all banking documents on behalf of the Society.
- 9.3** There will be a maximum of four Financial Signing Officers at any one time.
- 9.4** All financial documents shall require signatures from two (2) Financial Signing Officers.

## **PART 10 - GENERAL MANAGER**

### **APPOINTMENT OF GENERAL MANAGER**

- 10.1** The Board may, by Board Resolution, appoint a General Manager as it determines necessary from time to time.
- 10.2** A General Manager may become a Member of the Society, and a Member of the Society may stand for appointment as a General Manager.
- 10.3** Notwithstanding Part 5 The General Manager may not hold a position as a Director of the Society.

### **DUTIES OF GENERAL MANAGER**

- 10.4** An appointed General Manager will be responsible for the following duties:
- a) Direct the development of the strategic plan with input and guidance from the Board;
  - b) Prepare and present an annual budget to the Board for review and adoption by the Board;



- c) Act as the point of contact for consultants and contractors hired by the Society;
- d) Facilitate strategic plan reviews for the Board;
- e) Manage the operational functions of the Society; and
- f) Perform all Human Resources functions for staff employed by the Society.

#### **SUPERVISION OF GENERAL MANAGERS**

- 10.5** The Board is responsible to supervise the General Manager in the performance of their duties.
- 10.6** The General Manager will report to the President for day-to-day guidance of the General Managers operational duties.

#### **REMOVAL OF GENERAL MANAGERS**

- 10.7** A Person may be removed as a General Manager by Board Resolution, with cause.

#### **DELEGATION OF EXECUTIVE BOARD DUTIES TO THE GENERAL MANAGER**

- 10.8** Under the Supervision of the Secretary, an appointed General Manager is authorized to execute the following duties:
  - a) prepare and issue the notices of General meetings and Directors' meetings,
  - b) keep the records of the Society in accordance with the Act;
  - c) prepare the Annual General Meeting report package; and
  - d) file the annual report of the Society and make any other filings with the registrar under the Act.
- 10.9** Under the Supervision of the Treasurer, the General Manager is authorized to execute the following duties:
  - a) receive and bank monies collected from the Members or other sources;
  - b) manage the accounting records in respect of the Society's financial transactions;
  - c) Make arrangements for the preparation of the Society's financial statements;
  - d) make the Society's filings respecting taxes.



## **PART 11 - RECORDS**

### **DISTRIBUTION OF RECORDS**

**11.1** All records will be distributed electronically unless otherwise requested.

### **CERTIFICATION**

These bylaws were adopted by Special Resolution at the Terrace Peaks Gymnastics Society Annual General Meeting held on September 25, 2024.

Certified by \_\_\_\_\_ on the \_\_\_\_ day of the month of \_\_\_\_\_, 2024.

Signature \_\_\_\_\_

Certified by \_\_\_\_\_ on the \_\_\_\_ day of the month of \_\_\_\_\_, 2024.

Signature \_\_\_\_\_