

**CANMORE ILLUSIONS GYMNASTIC CLUB  
GENERAL BYLAWS OF THE SOCIETY**

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**ARTICLE 1 - PREAMBLE**

**1.1 Name.**

The name of the Society is the Canmore Illusions Gymnastics Club (the "Society").

**1.2 Regulation.**

This document is the general Bylaws of the Society. These Bylaws regulate the transaction of business and affairs of the Society.

**ARTICLE 2 – DEFINITIONS**

**2.1 Definitions.**

In these Bylaws, the following words have these meanings:

- a) "Act" means the *Societies Act*, R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- b) "Annual General Meeting" means the annual general meeting described in Article 4.3.
- c) "Board" means the Board of Directors of this Society.
- d) "Board Meeting" means the meetings of the Board as described in Article 4.1. Members have the right to attend, but do not have the right to vote at a Board Meeting.
- e) "Bylaws" means the Bylaws of this Society as amended.
- f) "Director" means any person elected or appointed to the Board.
- g) "Good Standing" means that the Member has paid all fees and assessment required by the Society and the Member is not suspended or expelled from the Society as provided for under Articles 3.4 or 3.5.
- h) "Member" means a Member of the Society who is in Good Standing.
- i) "Officer" means any Officer listed in Article 5.7(a)(i).
- j) "Register of Members" means the register maintained by the Board containing the names of all the Members in Good Standing.
- k) "Special Meeting" means the special meeting described in Article 4.2.
- l) "Special Resolution" means a resolution passed:
  - i. at the Annual General Meeting or a Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  - ii. by the vote of not less than 75% of those Members who, if entitled to do so, vote in person. No proxy votes are allowed.
  - iii. a resolution proposed and passed as a special resolution at the Annual General Meeting or a Special Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the Annual General Meeting or a Special Meeting so agree, or

- iv. a resolution consented to in writing by all the Members who would have been entitled at the Annual General Meeting or a Special Meeting to vote on the resolution.

m) "Voting Member" means a Member entitled to vote at the meetings of the Society.

## **2.2 Interpretation.**

The following rules of interpretation must be applied in interpreting these Bylaws:

- a) Words indicating the singular number also include the plural, and vice-versa.
- b) Words indicating persons also include corporations.
- c) Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- d) These Bylaws must be interpreted broadly and generously.

## **ARTICLE 3 - MEMBERSHIP**

### **3.1 Categories of Membership.**

There are four categories of Members in the Society:

- a) PARENT MEMBER is an individual who has a child under the age of eighteen (18) enrolled in a Society program and is in Good Standing. A Parent Member has voting rights as set out in these Bylaws.
- b) CHILD MEMBER is an individual under the age of eighteen (18) enrolled in a Society program and is in Good Standing. A Child Member has no voting rights.
- c) ATHLETE MEMBER is an individual over the age of eighteen (18) enrolled in a Society program and is in Good Standing. An Athlete Member has voting rights as set out in these Bylaws.
- d) ASSOCIATE MEMBER is an individual who is not a Parent Member or a Child Member and who has made a request to the Board to be accepted as a Member and is in Good Standing. An Associate Member has voting rights as set out in these Bylaws.

### **3.2 Fees & Assessments.**

The Board may establish and amend, from time to time, the fees and assessments payable by Members in each of the Membership categories.

### **3.3 Withdrawal.**

A Member will be considered withdrawn from the Society when:

- a) Written notice is provided by the Member seeking to withdraw from the Society to the Board through its Secretary.
- b) Once a Parent Member's youngest child enrolled in a Society program reaches the age of eighteen (18) that Parent Member will be deemed to have withdrawn from the Society and the child will be deemed an Athlete Member.
- c) A Parent Member, a Child Member or an Athlete Member will be deemed to have withdrawn from the Society if the Child Member or Athlete Member is not enrolled in a Society program.

### **3.4 Suspension for Non-Payment.**

If a Member is in arrears for fees or assessments for any Society program, such Member shall be automatically suspended and shall thereafter be entitled to membership once payment of applicable fees or assessments in full is received by the Society.

### **3.5 Other Suspension or Expulsion.**

- a) At a Special Meeting of the Board, any Member upon a majority vote of the Board may be suspended or expelled from membership for any cause which the Board may deem reasonable, including but not limited to:
  - i. the non-payment of applicable fees or assessments;
  - ii. failure to abide by the Bylaws;
  - iii. failure to abide by the policies, practices, protocols or codes of the Society;
  - iv. the Member has disrupted meetings, fundraising activities, or other functions of the Society; or,
  - v. if the Member's actions or conduct has brought or may bring the Society's positive reputation into question.
- b) Except the Directors, no Member shall have a right to attend or to vote at a Special Meeting of the Board called under Article 3.5.
- c) Quorum for a Special Meeting of the Board shall be four (4) Directors.
- d) The affected Member will receive written notice of the Board's intentions to address the Member's suspension or expulsion from the Society at a Special Meeting of the Board. The affected Member shall receive:
  - i. two (2) weeks written notice before the Special Meeting of the Board;
  - ii. delivery of the written notice via email, registered mail or hand delivery; and
  - iii. the written notices shall include written reason why the suspension or expulsion is being considered by the Board.
- e) The Member shall be allowed to appear before the Board to address the matter and be allowed another person to accompany the Member and speak on his or her behalf.
- f) The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- g) Any decision made by the Board under Article 3.5 may be reversed pursuant to a Special Resolution passed at a Special Meeting or the Annual General Meeting.

### **3.6 Membership Rights.**

- a) All Members are entitled to receive notice of Board Meetings, Special Meetings (except a Special Meeting of the Board called in accordance with Article 3.5) and the Annual General Meeting of the Society.
- b) All Members are entitled to attend any meeting of the Society except a Special Meeting of the Board called in accordance with Article 3.5.
- c) All Members are entitled to speak at any meeting of the Society, except a Special Meeting of the Board called in accordance with Article 3.5, so long as the Member adheres to good conduct, is not disparaging to any Member or the Society, and is bringing forward legitimate business of the Society or a good faith concern.
- d) All Members are entitled to exercise any other rights and privileges given to Members in these Bylaws or under any Board or Society policies, practices, protocols or codes.

### **3.7 Voting Rights.**

Only Parent Members, Athlete Members and Associate Members are entitled to vote at any Special Meeting and the Annual General Meeting of the Society unless voting is restricted pursuant to these Bylaws including but not limited to Special Meeting of the Board called under Article 3.5. No proxy votes are allowed.

### **3.8 Member Obligations.**

Every Member shall comply with these Bylaws and all applicable Board or Society policies, practices, protocols or codes adopted and amended by the Society, and pay all Membership fees, program fees, assessments and charges established by the Board.

## **ARTICLE 4 – MEETINGS OF THE BOARD AND THE SOCIETY**

### **4.1 Board Meetings.**

- a) The Board shall, subject to the Bylaws or directions given it by majority vote at any Special Meeting of the Society or the Annual General Meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the Chair.
- b) Quorum shall be any four (4) Directors.
- c) Board Meetings shall be called with at least twenty (21) days notice via email to each Member (or similar method of communication) sent to the Member's last known address.
- d) At a Board Meeting motions shall be passed by a majority vote cast by those Directors present at the meeting. In the event of a tie, the Chair's vote shall be the deciding vote. No proxy votes are allowed.
- e) For decisions to be made exclusively by the Board a resolution or decision may be passed by vote between meetings via email. Such resolution shall be entered into the minutes of the subsequent board meeting, noting the date of the resolution.

### **4.2 Special Meeting.**

- a) A Special Meeting of the Society may be called by the Chair of the Society at the Chair's discretion or on the request of any Member of the Society provided the request is:
  - i. in writing and provided to the Chair;
  - ii. states the business to be brought before the meeting;
  - iii. sets out the motion(s) and Special Resolutions intended to be submitted at the meeting; and,
  - iv. does not involve removal, suspension or expulsion considerations properly addressed pursuant to Article 3.5 or Article 5.5.
- b) Members may have the right to vote at a Special Meeting as determined pursuant to the Bylaws.
- c) Attendance by not less than seven (7) of the Members eligible to vote at the Special Meeting is quorum.
- d) Special Meetings shall be called with at least twenty (21) days notice via email to each Member (or similar method of communication) sent to the Member's last known address.

- e) At a Special Meeting motions shall be passed by the vote of not less than three-quarters (75%) of the Members eligible to vote present at the Special Meeting. In the event of a tie, the Chair's vote shall be the deciding vote. No proxy votes are allowed.

#### **4.3 Annual General Meeting.**

- a) The Society shall hold its Annual General Meeting on or before the First Monday in October in each calendar year.
- b) Each Member of the Society shall receive twenty-one (21) days notice of the Annual General Meeting via email to each Member (or similar method of communication) sent to the Member's last known address.
- c) While the Annual General Meeting is open to the public, quorum at the Annual General Meeting is seven (7) voting Members of the Society. No proxy votes are allowed.
- d) The Annual General Meeting shall deal with the following matters:
  - i. adopting the agenda;
  - ii. adopting the minutes of the last Annual General Meeting;
  - iii. considering the Chair's report;
  - iv. reviewing the financial statement setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
  - v. appointing the auditors (as necessary);
  - vi. electing the Chair and other Officer positions;
  - vii. electing the Members-At-Large of the Board;
  - viii. considering matters specified in the meeting notice; and,
  - ix. other specific motions that any Members have given notice of before the meeting is called.

### **ARTICLE 5 - BOARD OF DIRECTORS**

#### **5.1 Board of Directors.**

- a) The Society shall have a minimum of five (5) and a maximum of seven (7) Directors. Any Member is eligible for nomination for election to the Board if the Member is at least 18 years of age.
- b) Each Director is a fiduciary of the Society and is expected to act in good faith and exercise due diligence and reasonable skill in carrying out the role of Director or Officers of the Society.
- c) Each Director shall read, understand, execute and abide by the Society's Board of Director Code of Conduct.

#### **5.2 Governance and Management.**

- a) The Board governs and manages all of the affairs of the Society including but not limited to:
  - i. acquiring, maintaining and protecting the Society's assets and property;
  - ii. approving an annual budget for the Society;
  - iii. paying all expenses for operating and managing the Society;

- iv. paying persons for services and protecting persons from the debt of the Society;
  - v. managing the employees of the Society, including making decisions regarding discipline and termination of Society employees;
  - vi. financing the operations of the Society, including borrowing or raising monies;
  - vii. making and amending policies, rules, codes of ethics, protocols, codes of conduct for operating and use of Society facilities and assets;
  - viii. approving all contracts for the Society;
  - ix. maintaining all accounts and financial records of the Society;
  - x. creating, assigning tasks to and determining the powers of any committees or task forces of the Society;
- b) The Board may delegate its powers and duties to a Committee or a paid administrator of the Society who is hired to carry out the administrative and management functions of the daily operations of the Society, under the direction and supervisions of the Board.

### **5.3 Nomination of a Director.**

Members may nominate themselves or another eligible Member for election to the Board. Any Member may refuse the nomination.

### **5.4 Election of the Board.**

- a) Nominees shall be elected at the Annual General Meeting by a majority of votes of Members in attendance. No proxy votes are allowed. In the event of a tie between nominees, the Chair of the Board shall break the tie.
- b) A Member who is not in attendance at the Annual General Meeting may also become a Director if they consented in writing to act as Director before the appointment or election.

### **5.5 Removal from the Board.**

Any Director or Officer will be removed from the Board or office:

- a) if the Director or Officer resigns by delivering a written resignation to the Secretary;
- b) upon the Director or Officer seeking bankruptcy or insolvency protections;
- c) in the event of the death of the Director or Officer;
- d) for his or her failure to abide by the Code of Conduct;
- e) if the Member engages in any conduct or activity that may bring the reputation of the Society or the Board into disrepute;  
or,
- f) by Special Resolution for any cause which the Society may deem reasonable.

### **5.6 Vacancies on the Board.**

In the event of a vacancy on the Board, the current Directors may appoint an eligible Member at a meeting of the Board by a majority of votes of the Directors in attendance. A Director who is appointed by the Board shall be required to run for election at the Annual General Meeting immediately following the appointment.

#### **5.7 Composition of the Board.**

- a) The Board consists of:
  - i. four Officers: the Chair, Vice-Chair, Treasurer, and Secretary and;
  - ii. up to three Members At Large.
- b) The Chair:
  - i. supervises the affairs of the Board;
  - ii. sets the agenda for all Board meetings;
  - iii. is an *ex-officio* a member of all Committees;
  - iv. acts as the spokesperson for the Society and represents the Society at public and private meetings, to the media and to the Alberta Gymnastics Federation; and
  - v. when present, chairs all meetings of the Society and of the Board. In the Chair's absence, the Vice-Chair shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- c) The Vice-Chair:
  - i. chairs all meetings in the Chair's absence. If the Vice-Chair is absent, the Directors elect a Chairperson for the meeting.
  - ii. replaces the Chair at various functions when asked to do so by the Chair or the Board;
  - iii. assists the Chair in carrying out the Chair's duties; and,
  - iv. carries out other duties assigned by the Board.
- d) The Secretary:
  - i. attends all meetings of the Society and of the Board;
  - ii. keeps, distributes and maintains an record of accurate minutes of all meetings of the Society and of the Board. In case of the absence of the Secretary, his/her duties shall be discharged by another Officer or other Director as may be appointed by the Board;
  - iii. has charge of all the correspondence of the Society and be under the direction of the Chair and the Board;
  - iv. the Secretary shall also keep a record of all the Members of the Society and their addresses,
  - v. sends all notices to the Membership of the various meetings as required;
  - vi. collects and receives the annual fees or assessments levied by the Society, or causes such to be received. Such monies shall be promptly turned over to the Treasurer, or his or her delegate, for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required; and,

- vii. files the annual return, changes in the directors of the organization, amendments to the bylaws and other incorporating documents with the Corporate Registry and as necessary pursuant to the *Societies Act* (Alberta).

e) The Treasurer:

- i. causes all monies paid to the Society to be properly received;
- ii. is responsible for the timely deposit of all monies paid to the Society in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order;
- iii. properly accounts for the revenues, expenditures and funds of the Society and keep such books as may be directed;
- iv. presents a full detailed account of receipts and disbursements and other financial documents to the Board whenever requested; and,
- v. prepares for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society.

**5.8 Remuneration.**

- a) No Director, Officer or Member of the Society is entitled to any remuneration by virtue of their position as a Director or Officer of the Society.
- b) Directors and Officers may be reimbursed for any reasonable expense they have incurred in connection with any meeting or promotion of the Society upon the approval of the Board.

**5.9 Liability.**

- a) No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.
- b) No Director or Officer is liable for:
  - i. the acts of any other Director, Officer or employee of the Society;
  - ii. any loss due to an oversight or error in judgment, or
  - iii. an act in his or her role for the Society,

unless the act or oversight is caused by fraud, dishonesty, wilful misconduct, gross negligence or bad faith.

- c) Directors and Officers can rely on the accuracy of any statement or report prepared by the Society auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**5.10 Indemnity.**

- a) Each Director or Officer holds office with protection from the Society subject to any limitations as may be imposed by law.
- b) The Society indemnifies each Director and Officer against all costs or charges that result from any act done or oversight made in his or her role for the Society, unless the act or oversight is caused by fraud, dishonesty, wilful misconduct, gross negligence or bad faith.

**ARTICLE 6 – COMMITTEES**

**6.1 Creation of Society Committees.**



- a) Only the Board may create committees, set out the Terms of Reference for the Committee and determine the eligibility of Members and individuals to serve on the Committee.
- b) All Committees are non-decision making committees and shall be confined to their Terms of Reference as drafted by the Board.
- c) Committee members may include board members, members of the Society, or individuals from the community at large that can provide expertise that may not be available on the Board or within the Society's membership.
- d) The Society's Chair and senior office administrator are *ex-officio* members of the Committee.

## **ARTICLE 7 – FINANCIAL AND MANAGEMENT MATTERS**

### **7.1 Books and Records.**

- a) All books and records of the Society shall be kept at the Registered Office for the Society. The Registered Office of the Society is located in Canmore, Alberta. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.
- b) All minutes of meetings of the Board and of the Members shall be kept and prepared by the Secretary of the Society who shall be responsible for maintaining same and all other records at the registered office of the Society.

### **7.2 Finance and Auditing.**

- a) The fiscal year for the Society ends June 30 of each year.
- b) There must be an audit of the books, accounts and records of the Society at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting and made available to the Board at the regular Board Meeting immediately preceding the Annual General meeting and shall be made available to Members at the following Annual General Meeting.
- c) All cheques drawn on the monies of the Society must be signed by two individuals. One individual must be an Officer of the Society, the second signature may be any second Director of the Society, the Office Administrator or a Society Coach.
- d) All cheques all contracts entered into by the Society must be signed by two Officers of the Society.
- e) The Society does not have a seal.

### **7.3 Borrowing Power.**

- a) The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security, unless the amount is in excess of the equity of the Society in which case approval is needed from the Membership by way of a Special Meeting.
- b) The Society may issue debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the approval of the Membership by way of a Special Resolution.

### **7.4 Asset Disposal.**

The Board may not sell or dispose of assets which have a value great than fifty (50%) percent of the Equity of the Society without the approval of the Membership by way of a Special Meeting.

### **7.5 Amendment of Bylaws.**

- a) The Bylaws may be rescinded, altered or added to by a "Special Resolution" in accordance with Section 1(d) of the Act at any Special Meeting or the Annual General Meeting of the Society.

- b) The notice of the Special Meeting or the Annual General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- c) The amended Bylaws take effect after approval of the Special Resolution at the Special Meeting or the Annual General Meeting of the Society and accepted by the Corporate Registry of Alberta.

**7.6 Dissolution.**

- a) The Society does not pay any dividends or distribute property among its Members.
- b) In the event of the dissolution of the Society, its assets, after payment of all of its liability, shall be distributed to any non-profit organization or charitable organization.
- c) Members are to select the organization to receive the assets by Special Resolution at any Special Meeting or the Annual General Meeting of the Society. In no event do any Members receive any assets of the Society.