



## By-Laws

### Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - a) "Directors" means the Directors of the Society for the time being;
  - b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it; and
  - c) "the Society" means The Delta Gymnastics Society.
- (2) The definitions in the Society Act on the date these bylaws became effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### Part 2 - Membership

3. The members of 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.
4. There are two types of members in the Society:
  - a) Individual members, defined as individuals registered to take part in a program of the Society. Where an individual is a minor, their membership will be held on their behalf by their parent or legal guardian. A parent or legal guardian may hold more than one membership in the Society; and
  - b) Honorary members, defined as individuals who, in the unanimous opinion of the Board of Directors, have made an outstanding contribution to sport development and/or gymnastics in Delta, or whose contribution to the Society has been particularly significant. Honorary members are entitled to speak at meetings of members, but are not entitled to vote.
5. Every member is responsible to uphold the Constitution and comply with these bylaws.
6. The amount of the annual membership fees will be determined by the Board of Directors.
7. Membership in the Society will cease:
  - a) Where an individual has not been registered in a program of the Society within the last 12 months;
  - b) Where an individual has delivered his resignation in writing by mailing or delivering it to the address of the Society;
  - c) When an individual has been expelled; or
  - e) Where an individual has not been a member in good standing for six (6) consecutive months.In the case of a parent or guardian holding more than one individual membership, each membership will be treated separately.
8. A member may be expelled by a special resolution of the members passed at a general meeting. The notice of the special resolution for expulsion will be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. A member will be considered not in good standing who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the Society, and will remain so as long as the debt remains.

### **Part 3 – No Distribution of Income to Members**

10. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society will be used for promoting its objectives. ***This clause was previously unalterable.***

### **Part 4 - Proceedings at General Meetings**

11. General meetings of the Society will be held at the time and place, in accordance with the Society Act, that the Directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The Directors may, when they think fit, convene an extraordinary general meeting.
14. Notice of a general meeting will specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. An annual general meeting will be held at least once in every calendar year, and not more than 15 months after holding the last preceding annual general meeting.

### **Part 5 - Proceedings at General Meetings**

16. Special business is:
  - a) All business at an extraordinary general meeting except the adoption of the rules of order; and
  - d) All business transacted at an annual general meeting except,
    - i. the adoption of rules or order;
    - ii. the consideration of the financial statements;
    - iii. the report of the Directors;
    - iv. the report of the Auditor, if any;
    - v. the election of Directors;
    - vi. the appointment of the Auditor, if required; and
    - vii. other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
17. A quorum is twenty (20) members or more present at a general meeting. No business, other than the election of a person to chair 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. If at any time during a 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.
18. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be terminated; but in any other case, it will stand adjourned to the same day next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

19. Subject to bylaw 19, the Chairperson, or in the absence of the Chairperson, one of the Directors present, will chair a general meeting. If no Chairperson or other Director is present within fifteen (15) minutes after the time appointed for holding the meeting, or the Chairperson and all other Directors present are unwilling to chair the meeting, the members present will choose one of their number to chair the meeting.
20. 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. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting will be given as in the case of the original meeting. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution. The chairperson of a meeting will only have the right to vote in the case of a tie, in which circumstance the chairperson will have the right to cast the deciding vote.
22. Each individual member in good standing present at a meeting of members is entitled to one vote. Pursuant to article 4 above, a person may carry more than one membership, and is entitled to a corresponding number of votes. Voting is by show of hands, or by secret ballot upon request. Voting by proxy is not permitted.

## **Part 6 - Directors and Officers**

23. To be eligible to become a Director of the Society, the person must fulfill the minimum qualifications as stated in the Society Act.
24. There will be no less than seven (7) and no more than nine (9) Directors of the Society. The Officers of the Society will be a Chairperson and Vice-Chairperson, selected annually by the Directors at the first meeting of Directors following the annual general meeting.
25. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by the statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting. This is subject to laws affecting the Society, these bylaws, and rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting. No rule made by the Society at a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
26. The term of office for each Director will be two (2) years, or until the close of the annual general meeting in their second year of office. A Director may only be elected for three (3) consecutive terms. Elections and nomination procedures will be established by the Directors, but will include that: an election may be by acclamation; otherwise it shall be by ballot, and that nominations will not be accepted from the floor.
27. The Directors may at any time and from time to time fill a vacancy by appointment. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for election at the meeting.
28. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

29. The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. No Director will be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the business of the Society.

### **Part 7 - Proceedings of the Directors**

29. The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, at they see fit. The Directors may, from time to time, fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office. The Chairperson will chair all meetings of the Directors, but if at a meeting the Chairperson is not present within 15 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to chair the meeting.
30. The Directors may delegate any, but not all, of their powers to committees consisting of at least one (1) Director as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, including the designation of a committee chairperson, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
31. Questions arising at a meeting of the Directors and committees of Directors shall be decided by a majority of votes. In the case of a tie, the Chairperson will at that time cast the deciding vote and only in the event of an equality of votes be allowed to vote.
32. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.
33. A resolution in writing agreed by a majority the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors. This section is expressly intended to allow passing of Director's resolutions via electronic counterpart.

### **Part 8 - Borrowing**

34. In order to carry out the purpose of the Society the Directors 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, and, in particular but without limiting the foregoing, by the issue of debentures. No debenture will be issued without the sanction of a special resolution.

### **Part 9 - Notice to Members**

35. A notice may be given to a member, either personally, by mail or by electronic means at the address provided by the member.
36. A notice sent by mail will be deemed to have been given on the second day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
38. Notice of a general meeting will be provided at least twenty-one (21) days prior to the date set for the meeting to every member shown on the register of members on the day notice is given.

## **Part 10 - Bylaws**

39. On being admitted to membership each member is entitled to a copy of the Constitution and Bylaws of the Society.

40. These bylaws will not be altered or added to except by special resolution.

## **Part 11 – Dissolution**

In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the Province or elsewhere in Canada as directed by the members. ***This clause was previously unalterable.***