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Registrar of Corporations
Province of Alberta

Chinook
rhythmique gymnastic,
club

By-Laws
Updated October 25, 2017

BY-LAWS

ARTICLE I: INTERPRETATION

1.1 "Club" shall be defined as CHINOOK RHYTHMIQUE GYMNASTIC CLUB

"ARSGF" shall be defined as the ALBERTA RHYTHMIC SPORTIVE GYMNASTICS FEDERATION operating as RHYTHMIC GYMNASTICS ALBERTA

"GCG" shall be defined as the GYMNASTICS CANADA — GYMNASIQUE CANADA

"AGM" shall be defined as Annual General Meeting

"Members" shall be as defined in clause 2.1

1.2 In these By-Laws, unless the context otherwise requires, expressions shall have the meaning so defined in words importing the singular shall include the plural and vice versa.

ARTICLE 2: MEMBERSHIP

2.1 MEMBERSHIP CATEGORIES

Voting Members:

1. Competitive Member: Members who have a gymnast registered for the purpose of competing at Pre-Competitive, Provincial, National and International levels of Competition. Members in good standing are entitled to one vote per family at general meetings of the Club.
2. Competitive Director: The Head Coach/Technical Director appointed and salaried by the Club, entitled to one vote at general meetings of the Club.

Non-Voting Members:

3. Associate Members (No Voting Rights):
 - a) Recreational Members: Members who have a gymnast registered for the purpose of participating in a non-competitive rhythmic gymnastics program.
 - b) Supporter: Any persons other than those mentioned in the above categories who are interested in promoting and assisting in the Club or sport of rhythmic gymnastics.

2.1.1 Categories I & 2 of membership are, upon registration with the Club, registered with the ARSGF and in turn, registered by the ARSGF with GCG.

2.2 FEES

2.2.1 Fees for the respective categories of membership shall be determined each year by the Board of Directors.

2.2.2 Fees so approved take effect when and as determined by the Board of Directors.

2.3 MEMBERSHIP YEAR

2.3.1 The membership year shall be September 1 to August 31, which may differ from the training or competitive year.

2.4 **MEMBER IN GOOD STANDING**

- 2.4.1 A Member shall be considered in good standing, when the appropriate fees for the current membership year have been paid and there has been compliance with the By-Laws and Policies and Procedures of the Club as described in the Club Handbook.

2.5 **TRANSFER OF MEMBERSHIP**

- 2.5.1 Memberships are not transferable

2.6 **CANCELLATION OF MEMBERSHIP**

- 2.6.1 Membership in the Club may be terminated by giving written notice to the President. Membership shall terminate at the end of the following month after receipt of such notice by the President. Notice shall be delivered to Box 10, Repsol Sport Centre, 2225 MacLeod Trail South, Calgary T2G 5B6.
- 2.6.2 Reimbursement of membership fees will be prorated over the remaining term of the membership year subsequent to the date of termination of membership as defined in 2.6.1. An administrative fee may be levied.
- 2.6.3 Termination of membership does not relieve any debts owing to the Club. All privileges offered by the Club shall cease on the date of the receipt of the termination notice. Reimbursement shall be applied to any debts owing to the Club first before the Member receives any monies.

2.7 **TERMINATION OF MEMBERSHIP**

- 2.7.1 For cause, any Member may be recommended for suspension or expulsion by a two thirds majority vote of the Board of Directors.
- 2.7.2 The Member who is the subject of a proposed suspension or expulsion shall be given an opportunity to appear and be heard by the Board of Directors. Written notice, by registered mail to the address of such member in the club's records of the time and place of said Board meeting, at which the suspension or expulsion is to be discussed, shall be given 20 days in advance of said meeting.
- 2.7.3 Any Member who has been suspended or expelled from the Club shall not be eligible for reimbursement of membership fees and all debts owing to the Club and all said fees shall be paid immediately, unless full annual fees have been paid then the amount shall be pro-rated.

2.8 **FAILURE TO PAY DUES**

- 2.8.1 Non-payment of membership fees or debts owing to the Club on the due date may result in the automatic termination of membership unless the Board decides otherwise. A Member may be re-admitted to the membership of the Club by the Board of Directors upon such terms and conditions as they may consider including interest on overdue accounts.

2.9 **CONFLICT OF INTEREST**

- 2.9.1 Any Board member who would personally benefit from a Board decision that affects them individually to the potential detriment of other Members of the club, shall declare such conflict and not vote on such motion.

ARTICLE 3: MEETINGS

- 3.1.1 Minutes of the Annual General Meeting shall be recorded and distributed to the voting members of the Club. Minutes from meetings of the Board of Directors shall be recorded by the Secretary and distributed to all Board members prior to the date of the next Board meeting.

3.2 **ANNUAL GENERAL MEETING**

3.2.1 The annual General Meetings shall be held in Calgary within seventy-five (75) days of the fiscal year end. Notice of this meeting shall be communicated in writing or email or posted on the Club website or by phone to each club member entitled to attend and vote, thirty (30) days prior to meeting.

3.2.2 At the AGM, a proposed budget and agenda shall be presented to the Board and Voting Members.

3.2.3 The order of business at the AGM shall be:

- a) Call to order and roll call of voting delegates
- b) Minutes of previous AGM, reading and adoption of
- c) President's address
- d) Financial report and statement
- e) Reports of chairpersons, committees, staff
- f) Membership fees
- g) Approval of proposed budget
- h) General Business
- i) Amendments to the By-Laws
- j) Elections
- k) Adjournment

3.3 **SPECIAL GENERAL MEETINGS**

3.3.1 Notice of any special Meeting shall be deemed to be given, if given personally, emailed, phoned, or mailed to the address of any member entitled to attend and vote within the Club. No error or omission in giving such notice shall invalidate or make void any proceedings taken at such meetings.

3.3.2 Notice of the time and place of all Special Meetings and the nature of the business to be transacted shall be communicated to club members by fax, email or mail at least thirty days prior to the meeting.

3.3.3 Membership meetings are not open to the public unless by prior invitation of the Board. All members of the Club may speak and non-members may speak if recognized by the chair.

3.3.4 The rules contained in Robert's Rules of Order shall govern all general meetings in all cases provided they are consistent with the Club By-Laws.

3.3.5 Special meetings of the members shall be convened:

- 1) order of the President for any time and at any place;
- 2) by order of the President at the written request of at least 30% of the membership, stating such reason for the meeting
- 3) by the Board of Directors following an approval vote of a minimum of two thirds of the Board for any purpose other than dissolution.

3.4 **QUORUM**

3.4.1 A quorum must be present to ratify any business at a meeting

3.4.2 A quorum for the transactions of business at:

- a) Board of Directors Meeting - two thirds of the Board of Directors
- b) Special or General Meeting of the members - the lesser of 25% of the club members who are entitled to vote or their proxy, or 25 members or their proxy.

3.4.3 If a quorum is not present at a meeting within 30 minutes of the stated time, a new meeting shall be established within thirty days and notice of the new date and time shall be given to all persons entitled to attend.

3.4.4 Any business conducted at the new meeting, whether or not there is a quorum, shall be valid.

ARTICLE 4: SPECIAL RESOLUTIONS

4.1.1 "Special Resolution" shall mean a resolution passed by not less than three fourths of such members entitled to vote as are present in person or by proxy at a Special, or General Meeting. Thirty days notice in writing, specifying the proposed Special Resolution shall be given to all members of the Board of directors and Club members.

ARTICLE 5: THE BOARD OF DIRECTORS - ELECTION

5.1.1 As per section 2.1, only Members in good standing from membership category 1 shall be eligible for election to the Board of Directors. Under clause 5.1.4, the Board of Directors may also nominate one person included in section 2.1 category 3 for election to the Board of Directors. Head Coach /Technical Director, in Category 2, is appointed to the Board and is entitled to one vote at all meetings of the Board of Directors.

5.1.2 Board members will be elected by simple majority at the AGM. A Board appointed Nominating Committee, chaired by the Past President, shall present an approved slate of nominations for presentation at the AGM. Nominations shall also be accepted from the floor. Voting may be conducted by secret ballot or by a show of hands as determined by the members present. Voting can also be conducted by proxy.

5.1.3 Each director will be elected to hold office until the first Annual General Meeting after election, or until a successor has been duly elected and qualified. The directors shall be retired at each Annual General Meeting, but shall be eligible for re-election if otherwise qualified.

5.1.4 The Board of Directors may appoint members from category 3, as per section 2.1, to the Board, if their expertise is deemed necessary and of benefit to the Club. Such appointment shall be ratified by a single majority vote at a General Meeting and shall be for a maximum of a two year term.

5.2 THE BOARD OF DIRECTORS - DUTIES AND RESPONSIBILITIES

5.2.1 The affairs of the Club shall be managed by a Board of not less than five directors or as may be determined at the Annual General Meeting. Each director at the time of their election and throughout their term shall be a member in good standing.

5.2.2 The Board of Directors shall meet as the affairs of the Club require but a minimum of four times yearly, in any event.

5.2.3 The Board of Directors shall consist of a President, Vice-President, Past President, Secretary, a Treasurer and such other officers as the Board of Directors shall determine from time to time. One person may hold more than one office except for the office of President.

5.2.4 The individual duties of the Board of Directors are defined in the Policy and Procedures Manual which includes job description for each officer, and which may be re-defined from time to time.

- 5.2.5 The Board is responsible for realizing the mission statements, objectives and goals of the Club and is empowered to take any necessary steps to ensure compliance with the By-Laws and the Policies and Procedures established for the club.
- 5.2.6 The Board shall have the power to authorize expenditures on behalf of the Club in accordance with the budget approved at the AGM. The Board can exercise the right to employ, supervise, evaluate and pay salaries to Club employees.
- 5.2.7 The Board is responsible for the management of the affairs of the Club, establishing policy on behalf of the Club where necessary, in accordance with the By-Laws and Policies and Procedures established for the Club as written in the Club Handbook.
- 5.2.8 A Board decision established during conference calls and recorded as minutes by the Secretary or a designated recorder, shall be valid and effectual as if it had been passed at a meeting duly called and constituted.
- 5.2.9 In an emergency situation, three Board members are needed for approval and all decisions must be in writing.
- 5.2.10 Board meetings are open to members by prior arrangement.
- 5.2.11 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The President shall vote only to determine the decision in the case of an equality of votes.
- 5.2.12 Only one member of a family can sit as a Director at any one time, but spouses are encouraged to be involved in many of the volunteer opportunities outside the work of the Board.
- 5.2.13 Directors shall serve one year terms, with the maximum of six terms for a total of six (6) years of maximum service. A Director can hold the office of President for a maximum of four (4) consecutive terms.

5.3 **DISMISSAL OF DIRECTORS**

- 5.3.1 Any director who fails to be present at three (3) consecutive Board meetings shall be liable to expulsion by a simple majority vote of the remaining Directors.

5.4 **VACANCIES ON THE BOARD**

- 5.4.1 Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by qualified members of the Club recommended by the Board of Directors, otherwise, such vacancy shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a Special Meeting of the Club members to fill the vacancies.

5.5 **REMOVAL AND RESIGNATION OF A BOARD MEMBER**

- 5.5.1 The Board of Directors has the right to recommend removal of any member of the Board for behaving in a manner adverse to the interests of the Club, and for cause.
- 5.5.2 The individual to be removed shall be advised in writing of the time and place of the Board Meeting and its reasons for removal. The individual shall have the right to respond.
- 5.5.3 Removal shall be confirmed by a two-thirds affirmative vote of the Board.
- 5.5.4 Board members who wish to resign must submit written notice of resignation to the President

5.6 **AUTHORITY OF THE BOARD**

- 5.6.1 The Board shall, subject to these By-Laws, have full control and management of the business and affairs of the Club.

- 5.6.2 The Board may form committees, either standing or for special purpose. The committees shall be under the direction of a member of the Board.
- 5.6.3 Contracts, documents or any instruments in writing requiring the signature of the club shall be signed by the President and one other member of the Board or other individuals as approved by the Board.

5.7 **REMUNERATION OF BOARD MEMBERS**

- 5.7.1 Members of the Board shall not receive any stated remuneration for their services, but may, by resolution of the Board, receive compensation for expenses incurred by reason of their services to the Club.

ARTICLE 6: FINANCES

6.1 **BOOKS OF ACCOUNT**

- 6.1.1 The books of account shall be kept in such place in Alberta as the Board of Directors shall designate and shall at all times be open to inspection by all members.
- 6.1.2 The Board of Directors shall cause the true accounts to be kept of all funds received and dispersed by the Club.
- 6.1.3 One or more accounts shall be kept for the Club in a chartered Canadian Bank or Provincial Treasury Branch.
- 6.1.4 Cheques shall be signed by 2 separate persons, the Treasurer and any one of the President, Vice-President, Past President or Secretary — designated signing authorities for the Club. The President must sign if the amount is over ten thousand dollars (\$10,000.00).

6.2 **THE FISCAL YEAR**

- 6.2.1 The fiscal year of the Club shall be September 1 to August 31. The financial Statements of the Club's affairs for presentation to Members at the Annual General Meeting shall be scrutinized and signed by two members of the Board as well as the Treasurer.

6.3 **BORROWING**

- 6.3.1 For the purpose of carrying out the objectives of the club, The Directors may borrow or raise or secure the payment of money in such manner as they think fit provided such action has been approved by a three quarters majority vote at a Board of Directors meeting.

6.4 **APPOINTMENT OF AUDITORS**

- 6.4.1 The Board of Directors shall appoint an auditor or auditors to audit the annual financial statement of the Club unless a motion to waive this requirement is passed at the AGM.

6.5 **AUDIT**

- 6.5.1 The Board shall cause an audit of the financial position of the Club to be done annually by a duly qualified accountant and the audited financial statement shall be submitted to the Club at the AGM and filed with the Registrar of Corporations as required.

ARTICLE 7: CUSTODY AND USE OF THE SEAL OF THE CLUB

- 7.1 The common seal of the Club shall be under the control of the Secretary, and the responsibility for its custody, and use shall be determined by the Board.

ARTICLE 8: MANNER OF MAKING, ALTERING AND RESCINDING BY-LAWS

8.1 These By-Laws may be rescinded, altered or added to by a "Special Resolution" passed by a majority vote of not less than three quarters of those members entitled to vote, do so in person or by proxy at any Annual or Special General Meeting.

8.2 PROCEDURE

8.2.1 Notice to amend the By-Laws shall be given in writing and circulated to the membership thirty days in advance of the meeting at which it is to be considered.

8.2.2 In the case of amending or repealing any By-Law of the Club, it is understood that the repeal or amendment of any such By-Law not embodied in the Alberta Societies Act shall not be enforced or acted upon until the approval of the government official has been obtained.

8.3 The Board may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Club, as they deem expedient.

ARTICLE 9: BOOKS AND RECORDS

9.1 The Secretary shall have charge of the minute books of the Club and shall record or have cause to be recorded therein, minutes of proceedings of all meetings of members and directors.

ARTICLE 10: INSPECTION OF THE BOOKS BY MEMBERS

10.1 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the books of the Club shall be open to the inspection of members who are not Directors.

ARTICLE 11: COMMITTEES

11.1 General

11.1.1 Each committee chairperson shall be responsible to the Board of Directors for the actions of his/her committee.

11.1.2 Committees shall be limited to financial expenditures within the approved budget. Any non-budgeted expenditures require prior approval of the Board of Directors.

ARTICLE 12: LIQUIDATION AND DISSOLUTION

12.1 DISSOLUTION

12.1.1 The Club shall be dissolved upon resolution, requiring a three quarters majority vote by the eligible voters, or their proxy, attending an AGM or Special General Meeting. Written notice of this intent must be circulated to all members at least thirty days prior to the meeting date.

12.2 DISTRIBUTION OF ASSETS

12.2.1 After payment of all debts and liabilities of the Club the remaining assets of the Club shall be given or transferred to such organization or organizations having the same or similar objectives as the Club, as determined by a majority vote at the dissolution meeting.

12.2.2 In the event that the foregoing provisions cannot be affected, then such funds shall be given or transferred to some other organization or organizations provided that such organization(s) be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada.