



BY-LAWS

Updated

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MISSION STATEMENT

To lead the sport of gymnastics in Ontario by striving for excellence in the development and promotion of quality programs and services which encourage lifelong involvement for all participants.

All by-laws enacted by The Ontario Gymnastic Federation and the conduct of all affairs of said Federation shall be pursued in accordance with the aforementioned Mandate.

BY-LAW #1

A by-law relating generally to the conduct and affairs of The Ontario Gymnastic Federation (an Ontario Corporation without Share Capital).

Be it enacted by the Board of Directors of The Ontario Gymnastic Federation as follows:

Section 1

GENERAL

1.1) Name

The Ontario Gymnastic Federation shall be known as the “Corporation”, and may use and register any such business names, trade styles, logos, symbols, mascots, and any other identifying representations as the directors may determine.

1.2) Head Office

The head office of the Corporation shall be in Metropolitan Toronto, in the province of Ontario, and at such place therein as the Directors may from time to time determine.

1.3) Seal

The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation. The seal shall remain in the Federation head office and may be used in any manner as directed by the Board of Directors.

Section 2

BOARD OF DIRECTORS

2.1) Board of Directors

The affairs of the Corporation shall be under the direction and control of the Board of Directors. The Board shall be ten (10) elected voting members. The directors may exercise any powers and make, or cause to be made, any actions, contracts or perform any matters for and on behalf of the Corporation as the Corporation may otherwise lawfully do. (Save anything that may be contrary to statute, the Act, this and any other O.G.F. by-law, or that which is restricted or required to be done (not inconsistent with the foregoing) by authority of the Corporation's voting members).

2.2) Qualifications

2.2.1 A director must be a member of the Corporation, or become a member within ten (10) days of election or appointment.

2.2.2 A director must be eighteen (18) or more years of age.

2.2.3 No undischarged bankrupt shall be a director. If a director becomes bankrupt, he/she shall be deemed to cease to be a director.

2.2.4 A director may not hold any paid staff position of The O.G.F.

2.3) Election and Appointment of Board of Directors

2.3.1 Each director shall be elected by majority vote of the voting members to hold office until the second annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified.

2.3.2. Election of the ten (10) directors shall be by rotation so that in each year five (5) directors shall be elected.

2.3.3 Upon completion of their term, directors, if otherwise eligible, may be re-elected or re-appointed. No election, or appointment, of a director is valid without his/her consent, given in person at the meeting at which election or appointment takes place, or given in writing within ten (10) calendar days of the election or appointment. There shall be no limit to the number of terms which may be held, successive or otherwise.

2.4) Vacation of Office as a Director

The office of a director of the corporation shall be vacated at the end of the term of office or during the term of office if the director

- a) becomes mentally incompetent
- b) dies
- c) ceases to have the qualifications for holding the position of director
- d) submits his/her resignation, in writing, to the Corporation
- e) is removed by a two-thirds (2/3) majority of legal votes cast at a general or special meeting of members of which notice specifying the intention to consider such a resolution has been given. The voting members may then, by simple majority of votes, elect any person in his/her stead for the remainder of the term
- f) Also, a director automatically ceases to be a director if he/she is absent from two (2) meetings of the Board of Directors in succession or any four (4) meetings in any twelve (12) month period. For purposes of this “four (4) meeting clause”, the meetings include meetings of the Board of Directors or of the Executive Management Committee (if the director is a member of the Executive Management Committee). The Board of Directors, if it sees fit, shall have the power to apply clause 2.5 in the case of extenuating circumstances

2.5) Filling of Vacancies

Notwithstanding item 2.4e)

Vacancies on the Board of Directors, however caused, may, so long as a quorum of the directors remains in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If there are no directors, the meeting may be called by any voting member.

2.6) Remuneration of Directors

The directors shall receive no remuneration for acting as such, but any director will be reimbursed for bona fide out of pocket expenses incurred while performing duties as a director. Nothing prohibits a director from receiving reasonable remuneration and expenses for services to the Corporation in other capacities, (so long as such capacity is disclosed to the Board of Directors prior to its commencement) and such remuneration shall be determined by the Board of Directors.

2.7) Indemnification of Directors

The Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the Board of Directors may from time to time determine, except insurance for errors and omissions under the Corporations Act or contravention thereof.

No director or officer of the Corporation shall be liable for the acts of any other director or officer. In addition, every director or officer of the Corporation and his/her heirs, executors and 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:

1. All costs, charges and expenses whatsoever which such director or officer sustains or incurs in any or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for, or in respect to any act, deed or matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office; except such costs, charges, or expenses as are occasioned by his/her own willful neglect or default.

2. All other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

2.8) Specific Powers of the Directors

- 2.8.1 The Board of Directors as it sees fit, may institute, prescribe and enforce such policies, procedures and regulations, not inconsistent with this, or any other by-law of the Corporation, the Act or any other statutes.
- 2.8.2 The Board of Directors shall be empowered to hire, appoint, or otherwise engage employees or agents of the Corporation and shall fix their duties and remuneration, and may delegate any or all of the authority necessary to effect these powers to the Chief Executive Officer with support from the Human Resources Committee to the extent the Board of Directors sees fit.
- 2.8.3 The directors shall ensure that all necessary books and records of the Corporation required by the by-law of the Corporation or by any applicable statute or the Act are regularly and properly kept.
- 2.8.4 The directors may, at any meeting of the Board, enact, repeal, alter, amend or suspend any by-law, or any section or clause thereof, except that any such enactment or alteration of any by-law, unless in the meantime is confirmed by voting members present at a special meeting of voting members called for that purpose, shall remain in effect only until the next Annual General Meeting and, if not then so confirmed, shall cease to be in force.
- 2.8.5 The Board of Directors shall have the right and power to determine and effect the dismissal of any officer, employee, agent, committee member, head of any committee or sub-committee or any assistant, with or without cause, with or without notice.

2.9) Disclosure of Conflict of Interest of a Director

Every director of the Corporation who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the Corporation is or is to be a party shall declare his/her interest in such contract or transaction at the next meeting of the Board of Directors. He/she shall at that time disclose the nature and extent of such interest to the extent to which such information is within his/her knowledge or control. The director shall abstain from voting on the issue in question.

2.10) Nomination of Directors

A chairperson of a committee called the Nominations Committee shall be appointed by the Board of Directors prior to each Annual General Meeting or other special meeting called for election of directors. This Nominations Committee shall have a maximum of three (3) members (including the chairperson, but may, at the chairperson's option have only two (2) members, or only one (1) in which case the functions herein described shall be performed by the chairperson).

Any member of this committee, including the chairperson, automatically and irrevocably waives, relinquishes and shall refuse any nomination, either for election or appointment to the Board of Directors at the Annual General Meeting in question.

The Nominations Committee or chairperson shall determine the vacancies (and may include any officer designation recommendations) for which candidates are eligible in each year and shall so inform voting members of record no more than ninety (90) days prior to the Annual General Meeting or special meeting of voting members. Together with such notice to the voting members, nominations for the declared vacancies will be invited. Such nominations shall be in such format and shall require such information (including a resumé of qualifications) as the Board of Directors shall determine from time to time.

The Nominations Committee or Chairperson shall accept all nominations properly submitted and shall ensure that all nominees consent to said nomination and shall issue

notice of the known slate of nominees to the voting members at least thirty (30) days prior to the Annual General Meeting or in the case of a special meeting of voting members, with as much notice as possible under the particular circumstances (refer 6.1.2).

The Nominations Committee Chairperson shall conduct the election of directors and shall ensure that all proper processes are followed including but not exclusively:

- a) election by secret ballot
- b) ensuring a quorum is present
- c) ensuring scrutineers are properly instructed as to their duties
- d) conducting re-votes as necessary (as in the case of ties, or any candidate not achieving majority vote)
- e) allowing the re-opening of nominations from the floor. Such motion may be made by any voting member and duly seconded, is not debatable and shall pass with two-thirds (2/3) majority vote. The Nominations Chairperson shall properly conduct the process and include any such nominations in the election process
- f) allowing all candidates to speak, or be spoken for, in such manner and for such times as he/she deems necessary or shall have been determined by Board of Directors resolution from time to time.

Section 3

MEETINGS OF BOARD OF DIRECTORS

3.1) General

Meetings of the Board of Directors shall be held at the head office of the Corporation, or at such place as the directors may determine from time to time.

The directors may consider or transact any business, special or general, at any meeting of the Board of Directors.

Meetings may be held at the Board's discretion via telephone conferencing or by any other electronic means and these types of meetings will be known as 'conference calls'.

3.2) Calls and Notices - Board of Directors

a) Meetings of directors may be called by the President, any Vice-President, or by the Secretary (on direction of the President or any Vice-President) or by the Secretary upon the request, in writing, of any two (2) directors.

a) Notice of such meetings shall be delivered (in person, by phone, fax, or telegraph, email, in writing or, via other electronic means of communication) at least three (3) calendar days before the meeting is to take place (excluding the day of the meeting). (Note the exceptions below)

The declaration of the President or Secretary that notice had been given pursuant to the by-law shall be sufficient and conclusive evidence of the giving of such notice. The directors may fix any day, days, hour, or time for regular meetings in any month or months and for such regular meetings no notice is required. No formal notice of meeting shall be required if all directors are present or if those absent have been given

their consent to the meeting being held in their absence. A director's meeting may also be held without notice, immediately following the Corporation's Annual General Meeting.

3.3) Adjournment

Unless specifically provided for otherwise in these by-laws, the directors may, upon resolution, adjourn any meeting of the directors, subject to any conditions the directors impose, from time to time and from place to place.

3.4) Errors in Notice, Board of Directors

No inadvertent error or omission in giving notice for a meeting of directors shall invalidate such meetings or invalidate or make void any proceedings at such meetings and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

3.5) Voting Board of Directors

Unless otherwise stipulated in the by-laws or the Corporations Act, questions arising at any meeting of the Directors shall be decided by a majority of legal votes cast. In case of an equality of votes in any matter, the chairperson will be entitled to cast a second and deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made the vote shall be taken by show of hands. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.

3.6) Quorum, Board of Directors

A majority of the directors shall form a quorum for the transaction of business. No business may be done unless there is a quorum present. In the case of telephonic participation at a meeting by any directors those directors shall be included in the quorum determination.

3.7) Number of Meetings

Exclusive of the meeting of the Board of Directors immediately after an Annual General Meeting (if any) there shall be a minimum of four (4) meetings annually.

3.8) Agenda Board of Directors Meeting and Attendees

3.8.1 Agenda - the agenda for any meeting of the Board of Directors shall be set by the chairperson and is subject to approval with or without amendment or addition by consensus or the majority of a quorum of directors.

3.8.2 Attendees - normal attendees are:

- Members of the Board of Directors
- Past-president (advisory, ex-officio, non-voting)
- Staff (on general or specific approval of the chairperson and/or the Board of Directors consensus)
- Other invitees, presenters, delegation(s) or persons on specific or general invitations. Three (3) days notice will be required.
- Meetings of the Board of Directors are privileged and any attendees other than voting members of the Board of Directors attend with permission of the chairperson and/or Board of Directors and such permission may be withdrawn.

Section 4

OFFICERS OF THE CORPORATION

4.1) Officers

There shall be a President, a Secretary, and there may be one or more Vice-Presidents (the first of which shall be the Vice-President of Administration), a Treasurer, and any other officers and agents with such titles, portfolios, terms of engagement, duties and any other stipulations of office as the Board may prescribe in its sole discretion from time to time. The Board of Directors may appoint or elect any officers or agent or remove same from office, and has the authority to determine all aspects of officership.

The aforementioned Board powers are complementary to and supplement any provisions regarding election of directors with specific officer or portfolio assignment.

4.2) Limitations

No person may hold more than one (1) position as an officer except:

- a) whenever the titles of Secretary and Treasurer are combined in one (1) office as Secretary-Treasurer, by resolution of the Board of Directors;
- b) whenever the Board of Directors elects from amongst the directors, a Chairperson of the Board of Directors and defines his/her duties which may or may not include the duties of the President or other officer of the Corporation. In such case the resolution shall fix and prescribe the duties of the President so as to clearly differentiate the office of President from the office of Chairperson of the Board; and

No officer except the President and the Chairperson of the Board (if any) need be a director of the Corporation, but all officers must be members of the Corporation.

All officers are in the service of the Board of Directors. As such they are bound by Board wishes and by limits of authority as set by the Board, and may not act as an individual or in place of the Board except as the Board may have specifically delegated.

4.3) Remuneration of Officers

No officer, who is a director, shall receive remuneration for acting as an officer except that bona fide out of pocket expenses for acting as an officer of the Corporation shall be reimbursed. The remuneration, if any, for officers who are not directors shall be as the Board of Directors determines by resolution at its sole discretion.

4.4) Duties of Officers

4.4.1 President

The President shall, when present, act as chairperson of any meetings of the Board of Directors, Executive Management Committee, special or general meetings of members and of the Annual General Meeting. He/she shall assure the integrity of Board processes including meeting effectiveness, the Board's adherence to its own rules and that directions, orders and resolutions of the Board are carried out.

He/she shall sign all instruments and documents as would normally require his/her signature subject to the delegation to the Chief Executive Officer to bind the Federation to contracts and shall exercise such power and perform such other duties as may be assigned from time to time by the Board of Directors.

He/she shall share the role of spokesperson with the Chief Executive Officer for the Corporation as may be required from time to time and perform such incidental duties as might normally be required or allowed by the Board of Directors to fall within the portfolio of the office of the President.

4.4.2

Vice-President Administration

He/she shall be considered the first Vice-President and in the event that the President (as chairperson of specified meetings) is unable or unwilling to fulfil his/her duties for any reason, shall assume the responsibilities and powers and perform the duties of the office of President for such time as the Board sees fit. Should the Vice-President Administration be unable or unwilling to perform this duty, the presidential succession shall be granted to any other director chosen by resolution of the Board.

The Vice-President Administration shall have powers, authority and responsibility, through the Chief Executive Officer, for the administration of O.G.F. functions and activities as determined by the Board of Directors from time to time. The Vice-President Administration will perform such other duties as may be prescribed by the Board of Directors.

4.4.3 Treasurer

The Treasurer shall perform duties in connection with the finances of The O.G.F. as may be required by the Board of Directors but such duties will neither lessen nor add to the accountability of any staff for the application and adherence to Board policies and directions as to fiscal management, budgeting, policy, monitoring and controls.

He/she shall perform any other duties and assume such responsibility as the Board of Directors shall determine from time to time.

4.4.4 Secretary

The Secretary shall act as clerk of the Board of Directors and shall record or cause to be recorded all facts and minutes of the proceedings at meetings of the Board of Directors, Executive Management Committee, and members.

He/she shall be the custodian of the Corporation's seal and of all the Corporation's books and records. His/her signature shall attest formally to the legitimacy of Board documents on behalf of the Board of Directors.

He/she shall assume the responsibility for noting and reporting Board acts or inconsistencies and for monitoring the adherence to Board process, practices, and policies as mandated by the Board of Directors, and the application of Parliamentary procedure. He/she shall monitor the consistent application of proper compliance with the By-laws, regulations and proper standards of corporate governance.

4.4.5

Other Officers

Any other officers as they may exist from time to time shall assume such portfolios, responsibilities, duties and powers as determined by the Board of Directors, by resolution.

4.4.6

Past President

The Board of Directors may appoint any previous President (including the immediate Past President) to this portfolio which shall be a non-voting, advisory, ex-officio position and have the qualified right to attendance at any Board of Directors and voting members' meeting.

Appointment to this position is for as long as the Board sees fit, or until the appointee steps down (normal meeting attendance requirements and O.G.F. individual membership fees, as may be applicable, are waived for the incumbent).

Section 5

MEMBERSHIP

5.1) General

Members of the Corporation shall be such legal entities and individuals as defined herein and as are admitted to membership by resolution of the Board of Directors from time to time. Terms and Conditions for membership are generally set out in this section but nothing prohibits the Board of Directors from imposing, waiving or varying any conditions, rights, privileges, duties and responsibilities of membership or from imposing any sanctions or probationary membership conditions. Membership terms and conditions may be set out in these by-laws or by Board of Directors policy.

5.2) Classes of Members

There shall be four (4) classes of members:

1. Voting Members (including three (3) sub-classes)
2. Registered Individual Members
3. Associate Members
4. Honorary Members

5.2.1 Voting Members

Subclass a) Directors of the Corporation (one (1) vote each)

These may register as “Unattached” or may be affiliated with a Full Member.

Subclass b) Full Members

These are organizations commonly known as “clubs” and must meet O.G.F. membership requirements as they exist from time to time. These requirements may refer to corporate structure or legal status of the Full Member and there may be other regulations as to fees payable, “club” name, registration of individual “club” members, probationary status, bonding, and insurance requirements. These organizations may offer recreational, competitive or combinations of recreational and competitive programs in any of the gymnastics disciplines of The O.G.F. and they must register all of their individual members with The O.G.F. as “registered

individual members”. These would include recreational gymnasts, athletes, coaches, affiliated judges, staff, “club” directors and/or executive members and any volunteers or supporters who provide the full members with help or services on a regular basis.

A Full Member will be considered to include any formal or informal organization that is in any way (directly or indirectly) controlled, materially influenced, affiliated, associated or connected to the Full Member and may be a group of participants, registrants, class of member, or a company corporation, subsidiary, branch or satellite operation, "feeder" group or "booster" group or club or like organization. The establishment of such separate entities in order to circumvent this or any other O.G.F. membership requirement may be considered an act of misrepresentation of or by the Full Member, contrary to principles of ethical conduct, and may result in disciplinary proceedings and consequences as determined by the Board of Directions in its discretion.

Full members shall have "weighted" votes as shown in the table herein. To exercise the votes at any meeting of voting members, the Full Member must be properly registered, accepted for membership by the Board of Directors and be in full compliance with O.G.F. membership requirements. Full Member applicants to membership shall be promptly notified of the status of their Application for Membership.

Weighted Voting Schedule

Up to 100 registered Individual Members – one (1) vote

101-300 registered Individual Members – two (2) votes

301-600 registered Individual Members – three (3) votes

601-1000 registered Individual Members – four (4) votes

1001-1500 registered Individual Members – five (5) votes

1501-2000 registered Individual Members – six (6) votes

2001-2500 registered Individual Members – seven (7) votes

2501-3000 registered Individual Members – eight (8) votes
3001-3500 registered Individual Members – nine (9) votes
3501-4000 registered Individual Members – ten (10) votes.

The number of registered individual members shall be as at June 30 of the current membership year in the case of the AGM. In the case of any other meeting of Voting Members, this number of individual registered members as shown in O.G.F. record at twenty-one (21) days prior to the subject meeting, shall be used to determine the "weighted" vote. In either case, O.G.F. registration records shall be deemed conclusive.

Full Members shall properly appoint a delegate and alternate who shall vote, and have speaking privileges at any meeting of voting members.

Subclass c) Unattached Members.

Delegate (one (1) vote) - Individuals who register with O.G.F. as "unattached" (or unaffiliated with a Full Member) may, through a forum provided by The O.G.F., elect or appoint a delegate and alternate to represent them at any meeting of voting members. It is an express requirement that unaffiliated judges register as "unattached".

5.2.2 Registered Individual Members

Shall be deemed to include all individuals who are affiliated or registered with a Full Member and must be registered with The O.G.F. by the Full Member, on forms or by methods prescribed by The O.G.F.

This class of member is represented by the respective Full Member at any meeting of voting members, and shall have no other voting rights, at any meeting of voting members.

5.2.3 Associate Members

Shall be any individual, group or organization interested in the promotion of The O.G.F. and its objects, subject to approval by the Board of Directors. Associate members shall have no vote, but shall pay such registration fees or dues as determined by the Board of Directors.

5.2.4 Honorary Members

Honorary members are appointed by the Board of Directors for such reasons and such periods of time as the Board of Directors sees fit, and shall have such privileges and benefits of membership as the Board of Directors determines from time to time. Honorary members shall be deemed registered without payment of fees and shall have no vote.

5.3) Application for Membership/Probationary Membership

Full members, registered members, and associate members shall apply for membership in writing on forms or by methods designated by the Board of Directors, and by policy or regulations as exist from time to time, and the forms may contain requirements, restrictions, stipulations, undertakings or any conditions as the Board of Directors may require. All membership applications are subject to Board of Directors approval and the Board of Directors may refuse to accept any application. Such refusal shall not be required to show cause, although adherence to regulations, policies, and principles of natural justice is presumed.

Terms of probation will be, minimally, meeting the standard requirements of membership as applicable, but may, at the discretion of the Board of Directors, contain other considerations as may be prescribed and such must be agreed to in writing by the probationary member as a condition of membership. Such terms may include the posting of a monetary bond (minimum

\$1,000) in such form and amount as prescribed by the Board of Directors. Nothing prohibits the Board of Directors from imposing or waiving probationary conditions.

5.4) Term of Membership

The term of membership shall be for twelve (12) months or less (depending on the dates of application and acceptance) and ends automatically at June 30th of any given year. Memberships are not transferable and there shall be no refund or pro-rating of membership fees or dues.

5.5) Termination/Suspension of Membership

a) any member may resign in writing to The O.G.F. at any time and such resignation shall be effective upon acceptance by the Board of Directors. Any member shall remain liable for any assessment or other indebtedness to the Corporation which may exist up to acceptance of resignation by the Board of Directors.

b) the Board of Directors may suspend or terminate any membership (except those of elected directors), and shall give notice of suspension or termination in writing.

Reasons are:

i) failing to govern its conduct in accordance with O.G.F. membership requirements, by-laws of the Corporation or any policies or regulations as may exist from time to time; or

ii) failing to pay any fee, due, or assessment, or any other monetary obligation to The O.G.F.; or

iii) any other reason as determined by resolution of the Board of Directors

c) Suspension of membership: shall mean a temporary condition that could be extended to the end of the current membership year. Privileges of membership are suspended for whatever period prescribed by the Board but may be reinstated at any time during the same membership year with such probationary requirements as the Board of Directors sees fit.

d) Termination of membership: shall mean the cessation of all membership privileges for the balance of the current membership year, without possibility of reinstatement

in the same year. Any application for membership in future years may contain probationary conditions or other requirements.

5.6) Dues, Fees and Assessments

- a) Full Member Club and Individual membership fees payable shall be fixed by two-thirds (2/3) majority vote of the Board of Directors, but shall not become effective or implemented until approved by majority vote at a voting members' meeting.
- b) Other dues and assessments of any type shall be fixed by two-thirds (2/3) majority vote of the Board of Directors from time to time.
- c) The requirements for payment of fees, dues or assessment shall be determined by Board of Directors policy.

Section 6

MEETINGS OF MEMBERS

6.1) Types of Meetings

There shall be two (2) types of meetings of members.

6.1.1 Annual General Meeting of the Members

Shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Board of Directors determines.

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented. Directors shall be elected and auditors appointed for the ensuing year.

The Annual General Meeting must be held within fifteen (15) months of the preceding year's Annual General Meeting.

6.1.2 Other General Or Special Meetings

Other general meetings may be called by order of the Board of Directors or by the written request (to the Board of Directors) of a majority of voting members. The time and place of such a meeting shall be determined by the Board of Directors and consideration shall be given to the nature of the business to be conducted. Only the business stated in the 'call to the meeting' shall be dealt with at any general or special meeting of voting members.

6.1.3 Meetings by Electronic Means

- a) Meetings of members may be in person or via teleconference or webconference
- b) Voting can take place at a meeting in person or by electronic means
- c) At any meeting, a quorum is required

6.2) Notices of General Meetings

Notice of any general meeting shall be given not less than ten (10) calendar days prior to, but not more than ninety (90) calendar days prior to the day of the meeting (excluding the day of the meeting) and the secretary is charged with providing such notice.

Notice shall be deemed to have been properly given if notice is delivered personally, or by mail, telephone, fax, email or other electronic means, to the last known mailing address or

fax

location of the member as know to The O.G.F. or shown in its books or records. A declaration by the Chairperson of any general meeting of members that notice had been properly given shall be admissible as proof of the same.

6.3) Accidental Omission

The accidental omission of notice or non-receipt of any notice by the intended recipient, or any inadvertent error not affecting the substance of the notice shall not invalidate the meeting or adjourn the meeting or make void any acts or proceedings taken or done thereat. Any member may at any time waive notice of such meetings and may ratify, approve or otherwise confirm all proceedings.

6.4) Adjournments

Any meetings of the voting members of the Corporation may be adjourned to any time and from time to time and business 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 or resumption of the meeting.

6.5) Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than twenty (20) percent of the voting members who must be present as a delegate or represented by proxy. No meeting of members can take place **nor can any business be conducted**, unless a quorum is present.

6.6) Absence of Quorum

If a quorum is not present within thirty (30) minutes of the time for which the meeting was called, the chairperson may adjourn the meeting to not less than seven (7) and not more than fourteen (14) days thereafter and the meeting shall be binding on the Corporation providing at least ten percent (10%) of voting members are present. No notice of adjournment or resumption of the meeting is required.

6.7) Persons Entitled to Be Present

Only voting members and proxy holders are entitled to be present at any general meeting of members although the Corporation's auditors, and any other person or entity may attend if required by law, any O.G.F. by-law or the Act or if approved by the Chairperson or by the majority consent of the voting members present. Non-voting members may participate on permission of the chairperson of the meeting or by majority consent of the voting members present.

6.8) Right to Vote

Each voting member may exercise his/her right to vote in the manner prescribed herein, provided he/she or his/her delegate has provided satisfactory appointment evidence to the secretary or his/her delegates for the purposes of voting accreditation. No members may vote in person or by proxy vote if they have unpaid fees or assessments.

6.9) Proxy Votes

Every voting member is entitled to vote at a meeting of voting members by means of a proxy that appoints a person, who need not be a member, as his/her nominee to attend and to act at the meeting in the manner, to the extent and with the power conferred by the proxy. The proxy shall confer authority to the proxy carrier to vote for all matters that come before the meeting.

Conditions - proxies shall be on forms provided by the Corporation, must be dated and signed by the voting member or his/her duly authorized representative, name the proxy carrier/appointee, and may contain specific restrictions or stipulations. In any case, any proxy shall be valid only for the specific meeting named (and not an adjournment thereof) and a person may be entitled to exercise the proxy for only one (1) voting member. If the voting member owns more than one (1) club, the proxy carrier shall have the authority to carry all the votes of that one (1) voting member.

Proxy forms must be received by the Secretary forty-eight (48) hours prior to the scheduled starting time of the meeting.

6.10) Scrutineers

At any general meeting of members, one (1) or more scrutineers shall be appointed by the majority vote of the voting members present and such scrutineers, who may be any persons, members of the Corporation or not, shall perform such duties pertaining to the proper conduct of voting as directed by the Nominations Chairperson. In electronic voting, the Board of Directors may appoint scrutineers.

6.11) Votes to Govern

At all meetings of the members every question shall be decided by a majority of votes of the voting members present or represented by proxy vote unless otherwise required by the by-laws of the Corporation Act or by statute. Every question shall be decided in the first instance by a show of votes. Upon a show of votes, every member having voting rights shall have votes, as scheduled and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in

the minutes of the Corporation shall be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present and the proxy votes and such poll will be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation. In case of an equality of votes at any general meeting, whether upon a show of votes or at a poll, the Chairperson of the meeting (not the Nominating Chairperson) will be entitled to cast a second and deciding vote.

6.12) Confirmation of By-laws

Any by-laws enacted or amended, repealed or otherwise altered by the Board of Directors must be presented to the voting membership at the Annual General Meeting or at a special general meeting called for the purpose so that voting members may confirm, repeal, alter, amend or otherwise deal with the issue. Majority votes are required for confirmation, unless otherwise required in the Act or in these by-laws.

6.13) Notification Re: By-laws

Voting members may submit any suggestions, proposals or proposed changes to The O.G.F. by-laws, (addressed to the Secretary) for the Board of Directors' consideration. If such proposed changes are to be considered prior to any given Annual General Meeting, they must be received by the Secretary at least forty-five (45) calendar days prior to the Annual General Meeting.

Section 7

COMMITTEES OF THE BOARD OF DIRECTORS

7.1) General

The Board may, from time to time, and for such periods of time as it sees fit, establish and empower committees of any type to help carry out its duties. These committees may be standing, ad-hoc, special or others. There may be subsidiary committees by any name that would assist and advise committees or the Board of Directors directly.

Committees shall have no powers, authority or discretionary decision-making ability, other than that which shall have been specifically stated and delegated by the Board of Directors in its sole discretion.

All committees of the Board of Directors shall be responsible, directly or indirectly, to the Board of Directors, and shall keep detailed records of their proceedings at meetings or otherwise. Such records and any actions as they may take shall be reported regularly or upon demand, in writing, to the Board of Directors.

All members of any committee, sub-committee or other such body shall have voting rights, in such manner as is established in each case, but in any case, no paid staff member of The O.G.F. may be a voting member of any committee of the Board of Directors. Staff members, however, may act as advisors, resources or liaisons.

7.2) Limitations

Standing Committees may be composed of any persons who are members of The O.G.F., and their respective chairperson shall be ratified as such by the Board of Directors, and may be prescribed by the Board of Directors.

Any committee must have a quorum of its members present to conduct any business and a quorum is defined as a simple majority of its members. Except as may be prescribed otherwise by the Board of Directors, committees may operate in any fashion, as to procedure, time, place and frequency of meetings and do all things necessary, in ways seen fit, to accomplish the committee's objects or duties.

The chairperson of any standing committee shall have the power to appoint sub-committees and their chairpersons, and any working groups, task forces, research bodies, councils, etc. to help it achieve its objects, subject always to the approval of the Board of Directors. It is incumbent on committee chairpersons to advise and seek approval of the Board of Directors for any substantive changes in membership of the committee or any subsidiary (particularly those that have cost implications).

Any and all directors shall have the right to attend any committee meeting and upon attendance shall have speaking privileges but shall not have voting rights unless he/she is a bona fide member of said body.

7.3) Executive Management Committee

7.3.1 Composition

The Board, whenever it consists of more than six (6) persons, may from time to time elect from among its number an Executive Management Committee consisting of such members, not less than three (3), as the Board may by resolution determine; preferably though not necessarily, the Executive Management Committee shall be composed of persons who are also officers. Each member of the Executive Management Committee shall serve at the pleasure of the Board and, in any event, only so long as he/she shall be director. The Board may fill vacancies in the Executive Management Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Management Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

7.3.2 Powers

During the intervals between the meetings of the Board of Directors, Executive Management Committee shall have and exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation in cases in which specific directions shall not have been given by the Board.

7.3.3 Procedures

Subject to any regulations imposed by the Board, the Executive Management Committee may determine its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all

action taken, and at least a summary thereof shall be submitted to the Board regularly or when required by the Board of Directors.

7.3.4 Quorum

No business may be conducted, nor can a meeting take place, unless there is a quorum of members of the Executive Management Committee.

7.3.5 Place of Business

Meetings of the Executive Management Committee may be held at the head office of the Corporation or at any other place within or outside Ontario as specified in the notice calling the meeting.

7.3.6 Other Directors Present

Any director may attend any Executive Management Committee meeting. Each director shall be entitled to speak but not to vote at any meeting of the Executive Management Committee at which he/she is present. No director who has not been elected or appointed to the Executive Management Committee shall be entitled to notice of any meeting of the Executive Management Committee, and his/her presence shall not be included for the purpose of calculating a quorum.

7.4) Standing Committees

The Board of Directors may, by resolution, establish the following Standing Committees and may vary their names, and determine all aspects of their operation, function and conditions of empowerment.

- Human Resources
- Ethics & Standards
- Joint Programs
- Regional Council
- Executive Management Committee

7.5) Combined and Inactive Committees

From time to time the Board may combine the work of two (2) or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

7.6) Ad Hoc Committees

There may be Ad Hoc Committees for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- a) the delivery of its report; or
- b) the completion of its assigned task; whichever first occurs, or
- c) a resolution of the Board of Directors to that effect

Section 8

PROVISOS AND INTERPRETATIONS

Subject to the provisions below, all prior by-laws, resolutions and other enactments of the Corporation enacted or made are repealed.

Provision 1) This repeal does not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board of Directors the power or authority to borrow money.

Provision 2) The repeal of prior by-laws, resolutions and other enactments shall not in any way impair the validity of any act or thing done pursuant to any such repealed by-laws, resolutions or enactment.

INTERPRETATIONS AND DEFINITIONS

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

- 1) The singular includes the plural and vice-versa
- 2) “Board” and “BOD” means the Board of Directors of the Corporation
- 3) “Corporation” or “O.G.F.” means The Ontario Gymnastic Federation
- 4) “The Act” or “Corporations Act” means the Corporations Act, RSO 1980 CHPTR 95 and amendments
- 5) “EMC” means Executive Management Committee
- 6) “Majority Vote” unless specifically stated otherwise means “simple majority of legal votes cast”
- 7) “Full Members” are those admitted by the Board of Directors to voting membership
- 8) “Person” includes a body Corporate, a Corporation, or any number or aggregate of persons
- 9) All terms defined in the Corporations Act have the same meanings in these by-laws and all other by-laws and resolutions or enactments of the Corporation
- 10) All marginal headings, numbering of clauses, or Table of Contents shall exist for ease of reference only and shall not be interpreted as having any other purpose or meaning

- 11) Rules of Order - Generally accepted Parliamentary Procedure shall be used at all Board meetings, general meetings and meetings of committees and the latest edition of "Roberts Rules of Order" shall be the reference on any question of order and conduct
- 12) Bank/Bankers - includes a financial institution such as banks, trust companies or any other financial institution as determined by the Board

EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment

A) Enacted as By-law number _____ by the directors of the Corporation at a meeting duly called, and at which a quorum was present on the _____ day of _____

SIGNED: _____
and _____ Secretary _____ President

B) The foregoing by-law number _____, as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed, and approved by the majority (Simple or Otherwise, as required and minuted) of legal votes cast at a meeting of members duly called and held at in _____ and at which a quorum was present on the _____ day of _____

SIGNED: _____
and _____ Secretary _____ President

BY-LAW #2

A By-law relating to the borrowing of money and the issuing of securities for and by The Ontario Gymnastic Federation and other matters relating to its finances.

Be it enacted by the Board of Directors of The Ontario Gymnastic Federation as follows:

1.1) Borrowing

The directors may from time to time:

- a) borrow money on credit of the Corporation; or
- b) issue, sell or pledge securities of the Corporation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability 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 as aforesaid and as to terms and conditions 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 and settle the borrowing of money by the Corporation.

1.2) Delegation

The Directors may from time to time by resolution delegate to the President and the Treasurer or to any two (2) officers of the Corporation, all or any of the powers conferred on the directors by paragraph 1.1 of this by-law to the full extent thereof or such lesser extent as the directors may in any such resolution provide.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money for the purposes of The Corporation possessed by its directors or officers independently of a borrowing by-law.

The powers hereby conferred shall pass to any President or Treasurer upon election or appointment as said officer; any officer other than President or Treasurer must be named upon election or appointment as having such power conferred, or same shall not pass ex-officio.

The officers named are authorized to complete and execute under seal, any Corporate documents necessary to provide appropriate bank accounts or other bank documents to carry on the business of the Corporation; such documents being supplied by the Corporation's bank or the Corporation's solicitors under the Bank Act of Canada, or for any branch of such bank.

1.3) Financing

The activities of the Corporation shall be financed by:

- a) membership fees, dues and other levies or assessments determined from time to time by the Board of Directors.
- b) donation, grants, bequests, gifts, endowments, awards or any other form of benefaction in cash or kind, solicited or otherwise received.
- c) proceeds from any other fundraising programs, activities, or undertakings that would yield revenue for the Corporation that may be approved from time to time by the Board of Directors.

1.4) Fiscal Year

Unless otherwise determined by the Board of Directors the fiscal year of the Corporation shall be the twelve (12) month period from July 1 to June 30 and shall terminate on June 30 of each year.

1.5) Cheques, etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other notices of indebtedness issued in the name of the Corporation, shall be signed by such officers, agents or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit"

with the bankers for the credit of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance or certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

1.6) Deposit of Securities for Safe Keeping

The securities of the Corporation shall be deposited with one (1) or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the direction of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

1.7) Execution of Documents

Deeds, transfers, licences, on behalf of the Corporation shall be signed by any two (2) of the following: President, Vice-President(s), Secretary and Treasurer, and the Seal of the Corporation shall be affixed to such instruments as may require the same.

Contracts and engagements previously approved by the Board of Directors may be entered into on behalf of the Corporation by any two of the following: President, Vice-President(s), Secretary, Treasurer and Chief Executive Officer.

Any two (2) of the President, Vice-President(s), Secretary, Treasurer, or any person or persons designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept same in the name and on behalf of the Corporation and may affix the corporate seal to any such transfers or acceptances of transfers.

They may make, execute and deliver under the corporate seal any and all instruments in

writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

1.8) Acquire or Sell Assets

The directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they deem advisable.

1.9) Bonding

Nothing shall prevent the Directors from requiring such officers, employees or agents of the Corporation as the Board of Directors deems advisable to furnish bond for the faithful discharge of their duties, in such form, with such surety, and in such manner as the Board may prescribe from time to time.

EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment

A) Enacted as By-law number _____ by the directors of the Corporation at a meeting duly called, and at which a quorum was present on the _____ day of _____

SIGNED: _____
and _____ President
Secretary

B) The foregoing by-law number _____, as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed, and approved by the majority (Simple or Otherwise, as required and minuted) of legal votes cast at a meeting of members duly called and held at in _____ and at which a quorum was present on the _____ day of _____

SIGNED: _____
and _____ President
Secretary

BY-LAW #3

A by-law pertaining to the disposal of assets on the dissolution of The Ontario Gymnastic Federation.

Be it enacted as a by-law of The Ontario Gymnastic Federation as follows:

Upon dissolution of the Corporation and after the discharge of all debts and liabilities, any remaining assets, or part thereof, be disposed of as the following:

Firstly, to any organization within the Province of Ontario, that would succeed The Ontario Gymnastic Federation as the governing body of gymnastics in Ontario provided such organization is in place within one (1) year of the Corporation's dissolution.

Secondly, if no organization succeeds The Ontario Gymnastic Federation, as set out in the paragraph above any remaining assets of the Corporations shall be donated to the then existing national sport governing body, (currently the Canadian Gymnastics Federation or Gymnastics Canada Gymnastique) with the provision that said assets be used for the support of gymnastics in the province of Ontario, and the assets shall be donated in such proportions as the Board of Directors may have prescribed.

EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment

A) Enacted as By-law number _____ by the directors of the Corporation at a meeting duly called, and at which a quorum was present on the _____ day of _____

SIGNED: _____
and _____ President
Secretary

B) The foregoing by-law number _____, as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed, and approved by the majority (Simple or Otherwise, as required and minuted) of legal votes cast at a meeting of members duly called and held at in _____ and at which a quorum was present on the _____ day of _____

SIGNED: _____
and _____ President
Secretary