



GYM **nastics**
nastique
CANADA

BY LAWS

ARTICLE I

1. DEFINITIONS:

In these By-Laws the following definitions shall apply:

- a) "Board" means the Board of Directors of the Corporation;
- b) "Corporation" means Gymnastics Canada Gymnastique;
- c) "Directors-at-Large" means the Directors of the Corporation who are not Officers, the President or the Immediate Past Chair of the Board of the Corporation;
- d) "General Meeting" means an Annual Meeting or a Special General Meeting of the Corporation, as provided by these By-Laws;
- e) "Member" means each member of the Corporation whether a Voting Member, an Associate Member, an Individual Member or an Honorary Member as provided by these By-Laws;
- f) "Officers" means the Chair of the Board, the Vice - Chair, the Secretary, and the President and CEO of the Corporation;
- g) "Regular Member" means the organization which the Corporation recognizes in accordance with these By-Laws as governing the sport of gymnastics in each of the Provinces and Territories of Canada; and
- h) "FIG" means the corporate body - Fédération Internationale de Gymnastique.
- i) "Gymnast" means an athlete involved in a GCG Competitive or Recreational Program (Men's & Women's Artistic Gymnastics, Trampoline and Tumbling Gymnastics, Rhythmic Gymnastics, Aerobic Gymnastics, Acrobatic Gymnastics and General Gymnastics).
- j) "High Performance Program" means any GCG Program involving Competitive Athletes aspiring for National Team and International competition on behalf of Canada.
- k) "Competitive Program" means any Program involving GCG Competitive Athletes that may or may not aspire to become National Team Members or compete Internationally.

l) "National Team"

Men's Artistic Gymnastics:	Senior, Junior and Age Group
Women's Artistic Gymnastics:	Senior, Junior and Youth
Trampoline, Tumbling	Senior & Youth
And Double Mini Trampoline	(Men & Women)
Gymnastics	
Rhythmic Gymnastics	Senior & Junior
Aerobic Gymnastics	Senior & Junior

2. GENERAL

In this By-Law and all other By-Laws and resolutions of the Corporation, the word person shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies, and other legal entities. Words imparting the singular number or the masculine gender shall, where the context requires, include the plural or the feminine or neuter genders, as the case may be, and vice versa.

ARTICLE II

BUSINESS OF THE CORPORATION

3. HEAD OFFICE

Subject to change by By-Law, the Head Office of the Corporation shall be situated in the city of Ottawa, in the Province of Ontario, and at such place therein as the Board shall from time to time by resolution determine. The Board may establish such other offices as the affairs of the Corporation may require.

4. CORPORATE SEAL

The seal, an impression whereof is imprinted adjacent hereto, shall be the corporate seal of the Corporation.

5. FINANCIAL YEAR

The financial year of the Corporation shall be 01 April to 31 March of the following year.

6. BANKING ARRANGEMENTS

The banking business of the Corporation, or any part thereof, shall be transacted with such bank or banks, or trust company or trust companies, as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such Officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

7. AUDITOR

The auditor of the Corporation shall be appointed each year at the General Meeting. They must have the necessary qualifications to perform an audit and be independent of the Corporation.

Responsibilities:

- to express an opinion on the fairness with which they present the financial position

- _ to report results of operations and changes in financial position
- _ to make suggestions as to the form and content of the financial statement
- _ to comply with generally accepted auditing standards
- _ to seek reasonable assurance that the financial statements taken as a whole are not materially miss-stated.

8. EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two (2) Officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any Officer or Officers, or any other person or persons, to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally, or specific contracts, documents and instruments in writing.

- a) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
- b) The term *contracts, documents and instruments in writing* as used in this By-Law shall include, but is not limited to, deeds, transfers, licenses, documents, and engagements.

9. ENACTMENT, AMENDMENT, AND REPEAL OF BY-LAWS

By-Laws of the Corporation may be enacted, and the By-Laws repealed or amended by a two-thirds majority of persons present having the right to vote at a General Meeting and, provided that any amendments of By-Laws not enacted in Letters Patent or Supplementary Letters Patent shall not be endorsed or acted upon until the approval of the Minister has been obtained.

10. OFFICIAL LANGUAGES

The official languages of the Corporation shall be English and French.

ARTICLE III

11. GCG MISSION, VISION, VALUES AND BELIEFS AND CORPORATE GOALS

Gymnastics is a multi-discipline sport with two identities, one as a foundation sport and the other as a competitive sport. Gymnastics in Canada is governed by Gymnastics Canada Gymnastique (GCG), which is a federation of Provincial/Territorial members composed of clubs and individual members.

GCG Mission:

Promote and provide positive and diverse gymnastics experiences through the delivery of comprehensive quality gymnastics programming, more specifically:

- To lead the Canadian gymnastics system
- To direct High Performance programs in the pursuit of international excellence
- To guide and/or to partner in the development of Gymnastics programs of a national scope at all levels

Vision of Gymnastics in Canada:

- Gymnastics is accepted in the sport community as a foundation sport and is promoted as a life-long activity
- Gymnastics is a leader and innovator in the Canadian and International sport systems
- Gymnastics inspires all to achieve their full potential and dreams

GCG believes in the core values of:

- Integrity
- Excellence
- Teamwork
- Fair play
- Collaboration
- Diversity

Corporate Goals:

The corporate goals are presented under the four pillars (goals) of the Canadian Sport Policy framework.

- I. Enhanced Participation
 1. To increase the membership

2. To promote participation in gymnastics as a foundation sport and as a lifelong pursuit
3. To eliminate barriers and increase participation of under- represented groups

II Enhanced Excellence

4. To achieve international excellence
5. To lead the Canadian Gymnastics system through innovative programming for the development of gymnasts, coaches, judges, clubs and other participants
6. to support and host National and International events of the highest standards

III Enhanced Capacity

- 7 To improve and maximize partnerships for effective program delivery
8. To ensure the long-term financial viability
9. To ensure effective management
10. To optimize human resources
11. To optimize the delivery of the various Gymnastic disciplines
12. To support the professionalization of coaching

VI Enhanced Interaction

13. To promote a positive image of gymnastics

ARTICLE IV

MEMBERSHIP

12. REGULAR MEMBERS

The Regular Members of the Corporation are duly constituted Provincial/Territorial Associations/Federations. i.e.,

- a) Gymnastics Newfoundland and Labrador;
- b) Prince Edward Island Gymnastics Association;
- c) Gymnastics Nova Scotia;
- d) New Brunswick Gymnastics Association;
- e) Federation de Gymnastique du Quebec;
- f) Gymnastics Ontario;
- g) Manitoba Gymnastics Association Inc;
- h) Gymnastics Saskatchewan;
- i) Alberta Gymnastic Federation;
- j) Gymnastics BC;
- k) Yukon Gymnastics Association; and,
- l) Northwest Territories Gymnastics Association.

13. ASSOCIATE MEMBERS

The Associate Members of the Corporation are:

- a) registered members (athletes, judges, coaches, other contributors);
- b) life members (persons who have been granted this title in recognition of their contribution to and promotion of the sport);
- c) honorary members (persons or companies who have been granted this title in recognition of their financial contributions);

- d) affiliated organizations (organizations whose objectives include the promotion and development of gymnastics); and,
- e) * non-resident athletes who are Canadian citizens and whose applications for Associate Membership have been accepted by the President shall pay their annual fee to the Corporation.

(*this class of membership is only available to those athletes who are otherwise ineligible for membership in a P/TO.

Associate Member:

- registered members shall pay their annual fee through the intermediary of the provincial or territorial body;
- life members must be granted the title of life member by resolution of the Board;
- honorary members shall be appointed annually by the Board;
- an affiliated organization must first submit a written application, including a list of its officers. This application must be accepted by two-thirds of the voting members at the General Meeting.

14. CONDITIONS OF MEMBERSHIP

a) Membership Responsibility:

Any member who accepts membership in the Corporation shall be deemed to have undertaken to abide by the provisions of the By-Laws and Operational Policy & Procedures of the Corporation.

Each Regular Member shall submit to the Corporation:

- (i) a statement of the members of the Voting Member's Province as at August 31 of that membership year in such detail as the Board shall direct;
- (ii) a statement setting out the names and addresses of the officers of the Voting Member for each year; and
- (iii) such other information as the Board may from time to time require.

b) Fees

The membership fee shall be set by the Board and shall be due on the date(s) set by the Board. Changes to the membership fee structure (amounts, schedule of payments, etc.) shall not take effect until ratified by a majority vote of the Regular Members.

c) Non-Performance

If a Regular Member fails to pay its membership fees in full when due or otherwise fails to abide by the provisions of the By-Laws and the Operational Policy and Procedures of the Corporation, the Board may in its discretion and subject to such terms and conditions as it deems appropriate:

- (i) suspend the voting or such other privileges of such Member, or
- (ii) impose such further or other penalty, including fines, as the Board may determine.

15. RESIGNATION

All Regular Members' resignations must be sent in writing to the head office of the Corporation. Such resignations shall not take effect until accepted by the Board.

Associate members resignations shall be sent in writing to the appropriate Provincial/Territorial Association/Federation who in turn will forward same to the head office of the Corporation.

16. SUSPENSION AND EXPULSION

The Board may suspend or expel any Regular Member (ie. Provincial/Territorial Association/Federation) who fails to comply with the regulations of the Corporation and/or whose conduct is considered prejudicial to the Corporation. Any Regular Member who may be suspended or expelled must first be invited by registered letter to present himself before the Board. Such Regular Member will also have recourse to an appeal at a General Meeting. The Board shall also establish a policy with respect to the suspension and expulsion of associate members. (See GCG Operational Policy & Procedures Manual at Section 29).

ARTICLE V

MEETINGS

17. COMPOSITION

The General Meeting shall be composed of:

- a) the Board;
- b) the Presidents of the Provincial and Territorial bodies recognized by the Corporation; or,
- c) delegates of a Regular Member appointed by a Provincial and/or Territorial body to attend the meeting.

Voting rights will be in accordance with the Article V-18 of these By-Laws.

The delegates to a General Meeting must be at least 18 years of age and members of the Federation in good standing.

18. VOTING RIGHT AND PROCEDURES

Principles:

- GCG values the contributions and input of all of its provincial and territorial (P/T) members, and recognizes that different size provinces have different needs.
- Recognition of membership numbers should be equitable.
- Each P/T member shall be assigned an equal number of votes to comprise approximately 1/3 of the total vote (subject to rounding).
- Each P/T member shall receive additional votes based on the number of member they register the previous year to comprise the other 2/3 of the vote (subject to rounding)

Formula:

Each Regular Member in good standing will receive the same number of base votes based on total number of members as follows:

Total GCG Membership Base Votes per Province/Territory

102,000 – 125,999	5
126,000 – 149,999	6
150,000 – 173,999	7
174,000 – 197,999	8
198,000 – 221,999	9

Every Regular Member will receive an additional vote for every 1,000 individual members (or portion thereof) that they register by August 31 of the previous year.

- NOTE:
- A. Only Presidents (or their delegates) may exercise a vote(s) at the AGM. Persons mentioned in 17 a) do not vote.
 - B. Regular members can assign their proxy to another regular member.
 - C. Regular members are allowed to carry only one (1) proxy vote (i.e. only one province/territory may carry the vote(s) for only one (1) other province/territory.
 - D. All proxies must be in writing and registered with the Secretary prior to the meeting.

19. QUORUM

A quorum shall consist of a majority of the Regular Members having the right to vote at the meeting and at least six (6) provincial and/or territorial bodies must be present.

20. POWERS

In addition to the powers conferred upon them by law or these regulations, the Regular Members attendance at a General Meeting shall determine the general policies and direction of the Corporation.

21. GENERAL MEETING

The General Meeting of the Corporation shall be held within four (4) months following the end of the fiscal year, on a date and at a location determined by the Board. Notice of the Meeting must be sent to the Provincial and Territorial bodies four (4) weeks before the date set for the Meeting.

22. SPECIAL GENERAL MEETING

A Special General Meeting shall be called at the request of two-thirds of the Regular Members of the Federation. Notice of such a meeting must be given by the Board to the Regular Members and to the Officers of the Corporation at least fifteen days (15) in advance. Such notice must include the purpose and the objectives, including sufficient information to allow the Regular Member to make a reasoned decision, as well as the date, time and location of the Special Meeting. In addition, the list of delegates from the Regular Member must reach the head office of the Corporation at least seven days (7) before the meeting.

23. NOTICES OF GENERAL OR SPECIAL GENERAL MEETINGS

Notices of either meeting shall include notice of the right of Regular Members to assign and/or hold proxies.

ARTICLE VI

BOARD

24. COMPOSITION

The Board shall be composed of the following voting members:

- Eight (8) elected Directors at Large
- Up to 2 additional Directors at Large (appointed)
- Director-Athlete Representative

and the following non-voting members (ex-officio):

President/CEO

Canadian Member(s) of the FIG Executive Committee

25. SELECTION & TERMS OF OFFICE

The eight (8) Directors at Large shall be elected at the General Meeting by the Regular Members in accordance with the By-Laws of the Corporation.

The term of office for the eight (8) Directors at Large shall be 4 years, with elections being held every two (2) years for four (4) of the positions (staggered terms of office).

Immediately following elections, the eight (8) elected Directors at Large shall elect a Chair and Vice-Chair from amongst themselves, for the ensuing two (2) year period.

The eight (8) elected Directors, at their discretion, may appoint up to 2 additional Directors at Large for a two (2) year term. The eight (8) elected Directors at Large shall elect a Secretary from amongst the total Directors at Large for a two (2) year period.

The Director - Athlete Representative shall be elected for a period of two (2) years by his/her peers and in a manner determined by the Board. The election will be ratified by the AGM.

26. TERM OF OFFICE

The Terms of Office are contained within Section 25 above.

27. MEETINGS

The members of the Board shall meet as often as considered necessary. Notice of such meetings shall be provided a minimum of fourteen (14) days in advance. A quorum for the transaction of business of meetings of the Board shall be a majority of the Directors.

The Directors of the corporation may meet by teleconference or by other electronic medium provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference or other electronic medium have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the corporation.

28. POWERS

The Board shall exercise all the powers which are conferred upon it by law or these By-Laws. It shall fulfill the duties and responsibilities given it at the General Meeting. It shall be responsible for establishing and regulating committees and/or commissions and for evaluating the permanent employees of the Corporation. The Board may; from time to time, borrow funds and may pledge any assets allowed by law, in order to ensure payment of loans or other Corporation debts.

29. DIRECTOR VACANCIES

The office of Director shall be automatically vacated;

- a) if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation as a member;
- b) if at a Special General Meeting of members a resolution is passed by three-quarters of the members present at the meeting that he be removed from office;
- c) on death; or,

provided that if any vacancy shall occur for any reason in this paragraph contained, the Directors may by resolution fill the vacancy with a person in good standing on the books of the Corporation.

All vacancies shall be filled by the Board which may, however, continue to function despite a vacancy, if a quorum is present.

30. REMUNERATION OF DIRECTORS

Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or Special Meeting of the Board.

31. RESTRICTION

With the exception of the position of President, full or part time employees of the Corporation cannot sit on the Board.



ARTICLE VII

OFFICERS

32. OFFICERS

The Officers of the Corporation shall be the Chair, the Vice-Chair, the President and the Secretary and such other Officers as the Board may determine from time to time.

- a) The Chair, Vice–Chair, and Secretary shall be elected as per Section 25
- b) The President shall be the Chief Executive Officer who is appointed by the Board and is answerable to the Board.

33. REMOVAL OF OFFICERS

- a) An Officer may resign by delivering a written resignation to the Secretary of the Corporation.
- b) An Officer may be removed from office if at a Special General Meeting, a resolution is passed by three-quarters of the members present, that he be removed from office.
- c) A vacant Officer position may be filled by a member of the Board.
- d) As the position of President is a contracted position his removal shall be subject to the terms and conditions of said contract.

34. REMUNERATION

With the exception of the President, Officers, as such, shall not receive any remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or Special Meeting of the Board.

ARTICLE VIII

DUTIES OF OFFICERS

35. THE CHAIR OF THE CORPORATION

The Chair of the Corporation and Board shall be the chief representative of the Corporation, shall preside at all meetings of the Corporation, shall be responsible for the operation of the Board, and shall exercise such other powers as conferred upon him by the By-Laws and the Board.

36. VICE-CHAIR OF THE CORPORATION

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence, or inability, or refusal to act, of the Chair and shall perform such other duties as may from time to time be prescribed by the Board.

37. PRESIDENT

The President shall be the Chief Executive Officer and the Chief Administrative Officer of the Corporation and shall be responsible for the management and supervision of the affairs and operations of the Corporation.

38. SECRETARY

The Secretary shall have charge of the Minute books of the Corporation and the documents and registers required to be maintained under the Act. He shall give, or cause to be given, notices of all meetings of the Regular Members and of the Board. He shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. He shall certify all documents of the Corporation which require certification. He shall keep or cause to be kept accounting records in accordance with the Act. In addition, he shall perform such other duties as may from time to time be prescribed by the Board.

39. AGENTS AND ATTORNEYS

The Board shall have the power from time to time to appoint agents and attorneys and to engage such employees as it shall deem necessary with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit and as may be permitted by law.

ARTICLE IX

PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

40. INDEMNITY

Every Director of the Corporation and his heirs, executors, and administrators, and 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:

- a) All costs, charges, and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of her office; and
- b) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his own willful neglect or default.

41. LIMITATION OF LIABILITY

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, or Officer, or employee, or for joining in any receipt, or act for conformity, or for loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for, or on behalf of, the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of, or belonging to, the Corporation shall be placed, deposited or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office, or trust, or in relation thereto, unless the same shall happen by, or through, his own willful act or through his own willful neglect or default.

ARTICLE X

PARLIAMENTARY AUTHORITY

42. AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Federation in all cases which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt.

In the case of a disagreement between the English and French versions of any GCG document, the English interpretation shall take precedence.