

BY-LAWS
~ GLACIER GYMNASTICS CLUB ~

These consolidated by-laws have effect from December 3, 2024.

ARTICLE 1- Interpretation

Section 1.01 Definitions. In these by-laws:

- (a) “Board” means the Board of Directors of Glacier Gymnastics;
- (b) “Senior Staff Person” means an employee of Glacier Gymnastics appointed by the Board to manage and direct the day-to-day business and affairs of the Society, including without limitation the Executive Director or Club Manager, if any;
- (c) “Member” means an individual who becomes a member of Glacier Gymnastics as set out in section 3.01;
- (d) “Members’ Meetings” means the Annual General Meeting and any Special Members’ Meeting;
- (e) “Resolution of the Board” means a resolution passed by a simple majority of the directors of the Board present and voting at a meeting of the Board;
- (f) “Society” or “Glacier Gymnastics” means the Glacier Gymnastics Club;
- (h) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (i) “Special Resolution” means (i) a resolution passed by a majority of not less than 75% of the Members at any Members’ Meeting; or (ii) a resolution agreed to in writing by all the Members eligible to vote at a Members’ Meeting.

Section 1.02: Society Act Definitions. Unless otherwise specified herein, the definitions in the Society Act on the date these by-laws became effective apply to these by-laws.

Section 1.03: General. In these by-laws, (i) words importing the singular number shall include the plural and vice versa; (ii) words importing the masculine gender shall include the feminine and neuter genders; and (iii) the word “person” includes all individuals, proprietorships, partnerships, associations, trusts, unincorporated organizations, governmental bodies and other legal entities.

ARTICLE 2 – Business of Glacier Gymnastics

Section 2.01 Banking, Receipts and Disbursements

Banking transactions for the Society shall be conducted in the name of Glacier Gymnastics at such financial institutions doing business in British Columbia as the Board may determine from time to time.

Section 2.02 Execution of Documents

- (a) All cheques, drafts or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such staff members, officers and/or directors as determined from time to time by the Board.
- (b) Contracts, documents or any instruments in writing requiring the signature of Glacier Gymnastics shall be signed by any two directors or any one director and the Senior Staff Person and all such contracts, documents and instruments shall be binding upon Glacier Gymnastics without any further action. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of Glacier Gymnastics to sign specific contracts,

documents and instruments. The corporate seal of Glacier Gymnastics may, when required, be affixed to contracts, documents and instruments by a person or persons authorized by these by-laws or resolution of the Board to execute such document.

Section 2.03 Authority of the Board to Borrow

The Board may from time to time by resolution and in furtherance of the purposes of Glacier Gymnastics:

- (a) Borrow money upon the credit of Glacier Gymnastics, including without limitation by the issuance of debentures approved by a Special Resolution;
- (b) Mortgage or otherwise pledge as security the real or personal property of Glacier Gymnastics, or both, to secure any money borrowed for the purposes of Glacier Gymnastics.

Section 2.04 Financial Year End

The financial year end of Glacier Gymnastics shall be August 31 in each year.

Section 2.05 Books and Records

The Board shall ensure that all necessary books and records required by the by-laws of Glacier Gymnastics, the Society Act or any other applicable statute or law, including without limitation the minute books of Glacier Gymnastics, are regularly and properly kept. Such books and records shall be kept at the head office of Glacier Gymnastics. Any Member may inspect such books and records, other than books and records determined to be confidential by the Board, by giving reasonable notice to the President and, unless otherwise permitted by the Board, such inspection will only take place at the head office of Glacier Gymnastics during regular business hours.

ARTICLE 3 – Membership

Section 3.01 General. The membership of Glacier Gymnastics shall consist of the following individuals who have been accepted into membership by the Board and who have registered with Glacier Gymnastics by: (i) submitting a registration form; and (ii) paying the applicable membership fees.

- (a) Individuals over the legal age of 19 who have registered with Glacier Gymnastics but do not participate in any gymnastics program or activity. This category includes, without limitation, directors, officials/judges and coaches;
- (b) Individuals over the legal age of 19 who participate in a gymnastic program or activity run by Glacier Gymnastics;
- (c) One parent or legal guardian of an individual or related individuals under the legal age of 19 registered with Glacier Gymnastics and participating in a gymnastic program or activity run by Glacier Gymnastics.

Registration with and membership in Glacier Gymnastics does not guarantee placement or the right to participate in any particular Glacier Gymnastic program or activity. The Board may, in its absolute discretion, determine whether to accept an application for membership in Glacier Gymnastics.

Each Member is entitled to one vote at a Members' Meeting. For greater certainty, an individual granted membership pursuant to section 3.01(c) shall be entitled to one vote at each Members' Meeting regardless of the number of individuals under the legal age of 19 registering and participating in a Glacier Gymnastics program whom they represent as a parent or legal guardian.

Section 3.02 Registration of Members

- (a) Glacier Gymnastics shall keep a register of members in which shall be entered the names, addresses, contact number and electronic address of all Members as well as the date the

Member was admitted as a member, and, if applicable, the date the Member ceased to be a member.

- (b) It shall be the responsibility of the Members to provide Glacier Gymnastics with their current information, including a mailing address and an electronic mail address for delivery of notice.

Section 3.03 Membership Fees

- (a) Each Member shall be required to pay an annual membership fee to Glacier Gymnastics as determined by the Board. No portion of the annual fee shall be refundable for any reason.
- (b) Non-payment of fees by a Member to Glacier Gymnastics for more than ninety (90) days shall result in the Member being suspended without requirement for further notice or action. If a Member has been suspended for non-payment of fees to Glacier Gymnastics for more than one year the Member's membership in Glacier Gymnastics shall be terminated without requirement for further notice or action.

Section 3.04 Termination of Membership. Membership in Glacier Gymnastics shall be terminated when:

- (a) Membership terminates on the date specified in the annual registration form unless the Member re-registers by submitting a registration form and paying the applicable membership fee for the ensuing membership term.
- (b) The Member withdraws by delivering written notice of such resignation to the Senior Staff Person, which resignation shall take effect upon delivery.
- (c) The Member dies.
- (d) The Member is terminated for non-payment of fees pursuant to section 3.02.
- (e) A Member is expelled as provided in section 3.05 below.
- (f) A Member is otherwise terminated in accordance with the rules, policies and procedures of Glacier Gymnastics.

Upon the happening of an event noted above, the Member's name will be removed from the register of members. Termination of membership will not relieve a person from liability for any debts owing to Glacier Gymnastics. A terminated Member shall not participate in any Glacier Gymnastics sanctioned event.

Section 3.05 Expulsion from Membership A Member may be expelled by a Special Resolution passed at a Members' Meeting. The notice of meeting for such Members' Meeting shall be accompanied by a brief statement of the reasons for the proposed expulsion. The affected Member shall receive notice of the Members' Meeting to consider an expulsion, which notice shall be sent by single registered mail to the last known address of the Member shown in the records of Glacier Gymnastics. The affected Member shall be given an opportunity to be heard at the Members' Meeting before the Special Resolution is put to a vote.

Section 3.06 Good Standing.

- (a) Members shall at all times observe the by-laws of Glacier Gymnastics and all rules, policies and procedures of Glacier Gymnastics.
- (b) All Members are in good standing until membership is terminated or suspended in accordance with these by-laws and/or the rules, policies and procedures of Glacier Gymnastics.

ARTICLE 4 - Members' Meetings

Section 4.01 Annual General Meetings. The Annual General Meeting shall be held yearly, and not more than 15 months after the preceding Annual General Meeting, at such time and on such day as shall

be determined by the Board. The order of business of the Annual General Meeting shall be:

- (a) call to order;
- (b) presentation of reports by President and the Senior Staff Person, if any;
- (c) presentation of financial statements;
- (d) presentation of report by the auditor, if any;
- (e) election of directors;
- (f) appointment of auditor; and
- (g) adjournment.

Section 4.02 Special Members' Meetings

Unless otherwise provided herein, Special Members' Meetings may be called by the President, by a majority vote of the Board, or on written request by no less than 10% of the Members. The request must be submitted in accordance with the requirements of the Society Act and the Board shall convene the Special Members' Meeting as required by the Society Act.

Section 4.03 Place of Meetings Members' Meetings shall be held at such place in British Columbia as the Board may designate.

Section 4.04 Notice of Members' Meeting

- (a) Written notice of the date, time and place of each Annual General Meeting shall be provided to all Members not less than fourteen (14) days before the time fixed for the holding of the meeting. The notice shall state the general nature of all the matters to be considered at the Members' Meeting in sufficient detail to allow all Members to form a reasoned judgment in respect of such matters and shall include a draft copy of any resolution, other than for the election of directors or appointment of auditors, to be considered at such meeting.
- (b) Notice may be given personally, by mail or electronic mail to Members at the address or electronic address provided to Glacier Gymnastics.
- (c) The omission of notice or the non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any Members' Meeting.

Section 4.05 Notice of Motion. Any Member may propose, by way of motion at a Members' Meeting, adoption of discussion of any matter relevant to Glacier Gymnastics. Notice of such motions must be sent in accordance with the notice provisions in Article 13 to the President or Senior Staff Person at least thirty (30) days prior to the applicable Members' Meeting. Notices of motion received after such deadline will not be placed on the agenda.

Section 4.06 Chair of the Members' Meetings. The President shall be the Chair of any Members' meeting. If the President is absent, or is unable or refuses to act as Chair, the Members present shall choose another member of the Board as Chair and if no other member of the Board is present or if all members of the Board decline to take the Chair, then the Members shall choose one of their number present to be the Chair.

Section 4.07 Quorum. At all Members' Meetings, a quorum shall consist of at least five (5) Members. Provided a quorum is present at the beginning of the meeting, the meeting may continue even though Members leaving reduce the numbers to less than a quorum. Members who have declared a conflict of interest shall be counted in determining a quorum. If a quorum is not present within thirty (30) minutes of the set time, the meeting may be adjourned in accordance to the same day in the next week at the same time and place and quorum for such adjourned meeting shall be such number of Members as are present.

Section 4.09 Voting

- (a) Each Member in good standing shall be entitled to one vote, subject to the provisions of section 3.01.
- (b) No resolution proposed at a Meeting need be seconded and the Chair of a Meeting may move or propose a resolution.
- (c) Except as otherwise provided in the Society Act or these by-laws, every question submitted to any Members' Meeting shall be decided by a majority vote of Members given by a show of hands.
- (d) In the case of a tie, the Chair of the Members' Meeting shall not have a casting vote and the motion shall fail.
- (e) At any Members' Meeting, unless a ballot is required, a declaration by the Chair that a resolution has been carried or carried unanimously or by any particular majority, or lost or not carried by a particular majority shall be conclusive evidence of fact.
- (f) Voting shall be by show of hands except in respect of elections pursuant to section 5.07 or in situations where a ballot is specifically requested. A vote by ballot will be used if requested by a Member in good standing and seconded by another Member in good standing. If a ballot is required on any question, it shall be taken as determined by the Chair. A ballot may be demanded either before or after any vote by show of hands. The results of a vote by ballot shall be the final resolution of the question on which ballot was demanded. A demand for a ballot may be withdrawn.

Section 4.10 Adjournments

Any Members' Meeting may be adjourned to any date, time and place, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required for any adjourned meeting provided that when a Members' Meeting is adjourned for more than thirty (30) days notice must be given in the same manner as for any Members' Meeting. Quorum for any adjourned meeting shall be such Members present at the adjourned meeting.

Section 4.11 Written Resolutions of All Members

All Members may agree to and sign a written resolution which will be as valid as a resolution passed at a Members' Meeting.

ARTICLE 5-Directors

Section 5.01 Number of Directors.

The Board shall consist of a minimum of three (3), or such greater number as determined by a resolution of the Members to a maximum of twelve (12) directors, elected by the Members at the Annual General Meeting. Directors must be Members in good standing. Employees of Glacier Gymnastics shall not be eligible to be a director. A retiring director shall be eligible for re-election if otherwise qualified.

Section 5.02 Powers of Directors.

The Board shall have the power to do all things necessary for managing the affairs of Glacier Gymnastics in accordance with the Society Act and these by-laws. Without limiting the generality of the foregoing, the Board shall have the following powers:

- (a) Except as otherwise provided in the Society Act or the by-laws, all powers of Glacier Gymnastics including the power to delegate any of its powers, duties and functions;
- (b) The power to establish committees and to appoint members to committees;
- (c) The power to approve policies, rules and regulations relating to the conduct of Members, officials and coaches;
- (d) The power to employ such persons as it deems necessary for carrying out the work of Glacier Gymnastics; and
- (e) The power to establish rules, policies and procedures not inconsistent with the Society Act or these by-laws relating to the management and operation of Glacier Gymnastics.

Section 5.03 Term of Office

At the Annual General Meeting in 2013, three (3) Directors shall be elected for a period of two (2) years and two (2) Directors shall be elected for a period of one (1) year so that subsequent elections to the Board are carried out on a staggered basis. After such meeting, Directors shall be elected for a term of two (2) years.

Section 5.04 Director Vacancies

The office of a Director shall be automatically vacated if the Director:

- (a) delivers a written resignation to the Board;
- (b) fails to remain a Member in good standing;
- (c) becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his/her duties;
- (d) dies; or
- (e) is removed from office in accordance with section 5.05.

If a vacancy shall occur, the Board may, by majority vote, fill the vacancy with a Member in good standing and otherwise such vacancy shall be filled at the next Annual General Meeting. Any director appointed to fill such a vacancy shall hold office for the unexpired term of his/her predecessor director. No act or proceedings of the directors is invalid by reason only of there being less than the prescribed number of directors in office.

Section 5.05 Removal of Directors

The Members of Glacier Gymnastics may, by a Special Resolution, remove any director from office before the expiration of his/her term of office and may elect any qualified person in his/her stead for the remainder of his/her term.

Section 5.06 Nominations

- (a) Not less than sixty (60) days prior to the Annual General Meeting the Board shall appoint a nominating committee consisting of at least three (3) members, none of whom may be a Director standing for re-election. The nominating committee may consist of members other than directors provided that the Chair of the committee shall be a director. The nominating committee shall prepare a slate of candidates for the positions of Directors open for election and shall obtain the candidates' written consent to stand for election. The nominating committee shall submit the slate to the Board no later than thirty (30) days prior to the Annual General Meeting. The list of nominees shall accompany the notice for the Annual General Meeting.
- (b) Any Member in good standing may make additional nominations for Director provided that each such nomination is made in writing signed by two (2) Members in good standing and consented to in writing by the nominee. Each such nomination must be delivered, in accordance with the

provisions of Article 13, to the President or the Senior Staff Person on or before the seventh business day preceding the date of the Annual General Meeting.

Section 5.07 Election to the Board

- (a) Where the number of nominations corresponds to the number of vacancies on the Board, the nominees shall be declared elected by acclamation.
- (b) If the number of nominees validly nominated for election to the Board exceeds the number to be elected:
 - (i) The Chair shall appoint the Secretary to act as scrutineer.
 - (ii) The Secretary shall cause to be prepared and handed to each Member a ballot containing, in alphabetical order, the names, affiliations, and places of residence, of all nominees for election to the Board, and a notice stating the number of nominees to be elected.
 - (iii) Any ballot which is marked in favor of more nominees than are to be elected shall be invalid.
 - (iv) The Secretary shall count from the valid ballots the number of votes cast in favor of each nominee and then shall prepare, sign, and present to the Annual General Meeting a written list of those nominees elected to the Board;
 - (v) The written list of those nominees elected to the Board prepared and signed by the Secretary shall be final and conclusive as to the election of those nominees to the Board notwithstanding any irregularity or informality or any accidental omission to supply a ballot to, or the non-receipt of a ballot by any Member, and the Chair at the Annual General Meeting shall declare such nominees elected as Members of the Board.

Section 5.08 Remuneration. Directors shall not receive any remuneration or any profit from their position as a Director either directly or indirectly, other than reasonable reimbursement for traveling and other expenses reasonably incurred in discharging their office as Director.

ARTICLE 6 - Meetings of the Board of Directors

Section 6.01 Notice. Meetings of the Board may be called by the President and shall be called upon written request by two (2) directors, which request must state the business for the requested meeting. Notice of Board meetings shall be given in writing or by electronic mail or facsimile at least twenty-four (24) hours prior to the meeting. No formal notice is necessary if all directors are present or if those absent have indicated their consent to the meeting being held without notice and in their absence. The accidental omission to give notice to, or non-receipt of any notice by, any director shall not invalidate any resolution passed or any proceedings taken at such meeting.

Section 6.02 Place of Meetings. Board meetings shall be held in the City of Nelson in the Province of British Columbia or elsewhere as the Board may determine. Any Board meeting may be conducted by telephone or any other communication facility that would permit all participant directors to hear each other simultaneously. Minutes of each meeting shall be taken and shall be provided to each director prior to the next meeting of the Board.

Section 6.03 Quorum. A majority of the Board shall constitute a quorum at Board meetings.

Section 6.04 Votes.

- (a) Every director in attendance at every Board meeting shall have one vote. Except as otherwise required by these by-laws, at all Board meetings, every question shall be decided by a majority of votes cast. In the case of an equality of votes, the motion shall be deemed to be defeated. Proxies are not accepted at a meeting of the Board.
- (b) A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact,

without proof of the number or proportion of the votes recorded in favor of or against such resolution. No resolution proposed at a meeting of the Board need be seconded and the chairperson of the Board may move or propose a resolution. If all regulations and by-laws are followed, then a resolution passed by the Board meeting by teleconference call or acceptable electronic means and placed with the minutes of the directors is valid and effective, as if regularly passed at a meeting of the Board.

Section 6.05 Chair. The Chair of the Board shall be the President, or in his/her absence, the directors shall choose one among them to act as Chair.

ARTICLE 7 - Officers

Section 7.01 Officers. The Board shall appoint a President, and such other officers as it may from time to time consider desirable, including without limitation a Treasurer and a Secretary. Each officer shall have and perform the powers, functions, and duties specified in these by-laws and such further powers, functions and duties as the Board may, from time to time, entrust to or confer upon him, and in particular as provided for. The President shall be a director. No other officers shall be required to be directors.

Section 7.02 Manner of Election or Appointment. The Board shall within twenty-one (21) days of the Annual General meeting appoint the President and such other officers as it considers necessary and desirable.

Section 7.03 Term. All officers shall hold office for a term of two (2) years. The President shall be eligible for re-election or reappointment with no term limit. Any vacancy occurring in respect of any office may be filled at any time by the Board.

Section 7.04 Vacation of Office. The office of an officer shall be vacated upon the occurrence of any of the following:

- (a) if an officer submits a written resignation to the Board of Glacier Gymnastics, which resignation is to be effective upon delivery;
- (b) if at a duly called Board meeting, a resolution is passed by a majority of the directors present removing the officer, or;
- (c) if an officer is no longer in good standing as a Member.

Section 7.05 President. The President shall: (i) preside as Chair at all Members' Meetings and Board meetings; (ii) act as the Chair and spokesperson for the Board and Glacier Gymnastics; (iii) call and prepare the agenda for all meetings of the Board; (iv) ensure that all resolutions and orders passed by the Members and the Board are carried out; (v) supervise the affairs of the Board; and (vi) carry out other duties assigned by the Board. The President shall be, ex-officio, a member of all committees.

Section 7.06 Treasurer and Secretary.

If appointed by the Board:

- (a) The Treasurer shall (i) keep the financial records, including books of account, necessary to comply with the Society Act and ensure the orderly conduct of the organization's business; (ii) render financial statements to the Board, Members and others as required; and (iii) perform such other duties as may from time to time be delegated by the Board;
- (b) The Secretary shall (i) maintain the register of Members; (ii) provide notice of and keep minutes of all Members' Meetings and Board meetings; (iii) be the custodian of the corporate records and seal of Glacier Gymnastics; and (iv) perform such other duties as may from time to time be delegated by the

Board.

Section 7.07 **Remuneration.** The President shall receive no compensation either directly or indirectly for acting as President and shall not receive any profit from such office aside from reasonable disbursements for traveling and other expenses reasonably incurred in discharging such office.

Section 7.08 **Proxies.** No officer may appoint a proxy to represent himself/herself at meetings he/she attends in his/her capacity as an officer.

ARTICLE 8 - Indemnification of Directors and Officers

Section 8.01 **Indemnity.** Subject to the Society Act, every director and officer of Glacier Gymnastics and their heirs, executors and administrators, shall from time to time and at all times be indemnified and saved harmless by Glacier Gymnastics for and against all costs, charges and expenses (including legal fees on a solicitor and own client basis) that such director or officer sustains or incurs by way of sanction, suit or proceeding commenced against him/her or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office except such costs or charges or expenses which are occasioned by his/her own willful neglect, fraud, dishonesty or bad faith

ARTICLE 9 - Committees

Section 9.01 **Appointment and Powers of Committees.** The Board may from time to time appoint committees to assist it in carrying out its duties. Such committees shall be composed of members appointed and subject to removal by the Board, whether directors or otherwise, and the duties of such committees shall be specified by the Board from time to time. The Board shall establish such procedures as it deems fit for the operation of committees and, subject to the Society Act and these by-laws, may delegate any of its powers, duties or functions to a committee. Such committees shall report on its activities in exercise of the powers delegated by the Board at the next meeting of the Board. The powers, duties and procedures of such committees shall be as specified by the Board from time to time.

ARTICLE 10 - Conflict of Interest

Section 10.01 **Conflict of Interest.** Any Member, director or officer who has or potentially has a conflict of interest with Glacier Gymnastics or is, whether directly or indirectly, interested in a transaction, contract or proposed transaction or contract with Glacier Gymnastics must declare such interest at a meeting of the Board or of the Society, as applicable, and, except as permitted by the Society Act, refrain from voting in respect of any matter, proposed matter, contract or proposed contract in which such director or officer is so interested.

ARTICLE 11 – Auditors, Agents and Employees

Section 11.01 Auditors Appointment and Remuneration. Where the Society is required or has resolved to have an auditor, the Members shall at each Annual General Meeting appoint an auditor to audit the accounts of Glacier Gymnastics. Such auditor shall hold office until the next Annual General Meeting provided that the Members may, by ordinary resolution, remove the auditor and appoint a new auditor between Annual General Meetings. The remuneration of the auditor shall be approved by the Board. No director, officer or employee of Glacier Gymnastics may be the auditor of the Society.

Section 11.02 Agents and Employees.

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and responsibilities, and shall receive such remuneration, as the Board shall from time to time determine. In no event shall a member of the Board be employed in or appointed by the Board to a management position with Glacier Gymnastics until the expiry of a period of 2 years from such person's last date of service as a member of the Board.

ARTICLE 12 - Repeal and Amendment of By-Laws

Section 12.01 Enactment, Amendment and Repeal of By-Laws. The Board may from time to time enact by-laws not contrary to the Constitution, or may formulate, amend, vary or appeal the same. A motion to enact, amend or repeal by-laws must be approved by a Special Resolution at Members' Meeting called for the purpose of considering the same with notice in writing being given as herein provided.

No repeal or amendment of the by-laws of Glacier Gymnastics shall be enforced or acted upon until it has received the approval of the Registrar of Companies.

Section 12.03 Members to be Bound

Each Member shall be deemed to have agreed with Glacier Gymnastics and each of its Members to abide and to be bound by the provision of these by-laws and all acts or things done thereunder and in accordance therewith.

ARTICLE 13 – Notices

Section 13.01 Notices

- (a) A notice may be given to a Member by mail or by electronic mail or by facsimile to the address, the electronic mail address or the facsimile number last shown in the records of Glacier Gymnastics.
- (b) A notice sent by electronic mail or facsimile shall be deemed to have been given on the day following that on which the notice is sent. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice posted.
- (c) Any person to whom a notice is to be sent may waive such notice.