



Schedule B

Society Act

Bylaws of Campbell River Gymnastics Association

Part 1 – Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

“Directors” means the directors of society for the time being.

“Society Act.” Means the ***Society Act*** of British Columbia from time to time in force and all amendments to it;

“Registered address” of a member, means the member’s address as recorded in the register of members.

(2) The definitions of the ***Society Act*** on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The members of the society are the applicants for the incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. The classes of membership in the Society shall be:

Participant Member: Individuals who meet the requirements for participating in gymnastics activities and who have paid the current registration fee and dues shall be participant members. A participant member shall not be chairman of any committee. A participant member may not vote at the annual general meeting except if said member has reached the age of majority in which case he or she may represent him/herself in lieu of his or her parents or guardians.

Active Members: Individuals who are parents or guardians of participant members listed currently on the membership role shall be considered active members who are eligible to hold an office, be chairman or member of any committee, and have voting privileges at the annual general meeting.



Honorary Members: Honorary membership may be conferred upon worthy individuals upon approval of the Board of Directors and a two-thirds majority vote of Active Members. Honorary Members may vote at the annual general meeting.

5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
7. A person ceases to be a member of society.
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled or,
 - (d) On having been a member not in good standing
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for the expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt and amount owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of members

10. General meetings of the society must be held at the time and place, in accordance with the **Society Act**, that the directors decide.
11. Every general meeting, other than annual general meeting, is an extraordinary general meeting.
12. the directors may, when they think fit, convene an extraordinary general meeting.



13. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.

14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last annual general meeting.

Part 4 – Proceedings at General Meetings

15. Special business is

(a) All business at an extraordinary general meeting except the adoption of rules of order, and

(b) All business conducted at an annual general meeting, except the following.

(i) the adoption of rules of order,

(ii) the consideration of financial,

(iii) the report of directors

(iv) the report of the auditor, if any.

(v) the election of directors

(vi) the appointment of the auditor required

(vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.



(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

(18) Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting

- (a) There is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) The president and all the other directors are unwilling to act as chair, the members present must choose one of their number to be the chair.

20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment of the business to be conducted at an adjourned general meeting.

21. (1) A member in good standing present at a meeting of the members is entitled to one vote.

(2) Voting is by show of hands, or by secret ballot.

(3) Voting by proxy is not permitted.

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

(a) all laws affecting the society

(b) these bylaws and



(c) rules, not being inconsistent with these bylaws, that are made from time to time by society in a general meeting.

(2) A rule made by society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25. (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

(2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.

26. (1) The directors must retire from office at each annual general meeting when their successors are elected.

(2) Separate elections must be made for each office filled

(3) An election may be by acclamation; otherwise, it must be by ballot

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

27. (1) the directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society but is eligible for re-election at the meeting.

28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in the office.

29. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

30. A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of society.



Part 6 – Proceedings of Directors

31 (1) the directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as a chair, but if neither is present the directors may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in exercise of those powers, to the earliest meeting of the directors held after the act or thing has been done.

33. A committee must elect a chair of its' meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be chair of the meeting.

34. The members of the committee may meet and adjourn as they think proper.

35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be a letter, telegram, fax, cable or e-mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.

(a) a notice of meeting of directors is not required to be sent to that director, and



(b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present are valid and effective.

37 (1) Questions arising from a meeting of the directors and committee of directors must be decided by a majority of votes.

38 A resolution proposed at a meeting or committee of directors need not be seconded and the chair of a meeting may move or propose a resolution.

39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of officers

40 (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

41 The vice president must carry out the duties of the president during the president's absence.

42. The secretary must do the following:

(a) conduct the correspondence of the society.

(b) issue notices of meetings of the society and directors.

(c) keep minutes of all meetings of the society and directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer.

(e) have custody of the common seal of society.

(f) maintain the register of members.

43 The treasurer must

(a) Keep the financial records, including books of account, necessary to comply with the **Society Act**, and

(b) Render financial statements to the directors, members, and others when required.

44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.



(2) If a secretary treasurer holds office the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2)

45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Seal

46 The directors may provide a common seal for society and may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no person's specified, in the presence of the president and secretary or president and secretary treasurer

Part 9 – Borrowing

48 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and but without limiting that power, by the issue of debentures.

49 A debenture must not be issued without the authorization of a special resolution.

50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

(1) Whereas the Society for its corporate purposes wishes to borrow money and obtain credit from the Coastal Community Credit Union (the "Credit Union") from time to time and has agreed with the Credit Union to secure all debts, liabilities and obligations, present or future, direct or indirect, absolute or contingent, matured or not, extended or renewed, of whatsoever nature and kind and howsoever arising, at any time and from time to time owing or payable by the Society to the Credit Union (the "Debts"), by the granting to the Credit Union of a collateral mortgage in an unlimited amount charging the Society's interest in the property legally described as P.I.D. 001-425 293, Lot 1, District Lot 66, Sayward District, Plan 29133 and P.I.D. 001-425-307, Lot 2, District Lot 66; Sayward District, Plan 29133, a Commercial Loan Agreement in the amount of \$300,000.00, a Commercial Operating Loan Application & Agreement, a Commercial Security Agreement and an Environmental Indemnity Agreement (the "Security



Documents") And Whereas the members of the Society have passed a Special Resolution authorizing the Society to borrow funds from the Credit Union and to grant the Security Documents.

(2) that the Society do enter into, execute and deliver to the Credit Union the Security Documents which includes a mortgage in an unlimited amount payable on demand, with interest payable thereunder at Prime plus 6.0% per annum (the "Mortgage") and that the Mortgage will charge the real property or interest of the Society therein as described in the Mortgage which shall be delivered to the Credit Union as general and continuing collateral security as more fully set forth therein for the Debts;

(3) That for the purposes of the Mortgage "Prime" means that per annum rate of interest designated by the Credit Union from time to time as the reference rate to be used as the basis to determine the rate of interest payable on variable rate Canadian dollar loans made by the Credit Union.

(4) notwithstanding any prior authorization of the Society with respect to the general use of the common seal of the Society, any one director or officer of the Society be and is hereby authorized and directed for and on behalf of the Society to execute, and if required by the Credit Union or otherwise considered necessary or desirable, to affix the seal of the Society to, and to deliver to the Bank the Security Documents, which shall be in such form and contain such terms and conditions as may be required by the Credit Union and approved by the person or persons executing the same on behalf of the Society, whose signature or signatures thereon shall be conclusive evidence of such approval, and that any one director or officer of the Society from time to time be and is hereby authorized and directed at any time and from time to time to sign, seal and deliver all such instruments and to ratify and approve all such acts and deeds as may be required to fulfil any of the Society's obligations under the Security Documents.



Part 10 – Auditor

51 This part applies only if society is required to resolve or has resolved to have an auditor.

52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of the auditor

53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is reelected or a successor is elected at the next annual general meeting

54 An auditor must be removed by ordinary resolution

55 An auditor must be promptly informed in writing of the auditor's appointment or removal

56 A director or employee of the society must not be its auditor

57 The auditor may attend general meetings.

Part 11 – Notices to members

58 A notice may be given to a member, either personally or by mail to the member

59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60 (1) Notice of a general meeting must be given to

(a) Every member shown on the register of members on the day notice is given, and



(b) (b) No other person is entitled to receive notice of a general meeting.

Part 12 - Bylaws

61 On being admitted to membership, each member is entitled to, and society must give the member without charge, a copy of the constitution and bylaws of the society.

62 These bylaws must not be altered or added to except by special resolution.