

**BY-LAWS**

**OF**

**TITANS GYMNASTICS AND TRAMPOLINE CLUB**

1. In these by-laws unless there be something in the subject or context inconsistent therewith.
  - a. “Society” means Titans Gymnastics and Trampoline Club
  - b. “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - c. “Child” means a person who has not attained the age of majority in Nova Scotia.

**MEMBERSHIP**

2. The subscribers to the Memorandum of Association and such other person as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
3. The following may be admitted to membership in the Society:

**Any person who participates within the society, in an athletic program and whose registration has been approved by the Executive Committee. Such approval is subject to the payment of fees established by the Executive Committee. Also included in the membership are coaches and board members who do not participate in the athletic programs who are approved by the Executive Committee.**
4. For the purposes of registration the number of members of the Society is unlimited.
5. Every member of the Society shall be entitled to:
  - a. Attend any ordinary or extraordinary annual general meeting of the Society;
  - b. Vote at any Annual General Meeting of the Society;
  - c. Hold any office; and
  - d. Attend any regular meeting of the society.

There shall be no proxy voting except in the case of every child member who may be represented and vote at all such meetings of the society by a parent or guardian of such child. The parents or guardians of child members may hold any office.
6. Membership in the Society shall not be transferable.

7. No formal admission to membership shall be required. The entry in the Register of Members by the Secretary of the name and address of any person as described in paragraph 3 above shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease:
  - a. Upon the death of a member or;
  - b. If, by notice in writing to the Society, he/she resigns membership, or;
  - c. If he/she ceases to qualify for membership in accordance with these by-laws, including the non-payment of fees; or
  - d. By a vote to rescind membership by a 2/3 majority of the members of the Executive Committee for any reason deemed sufficient by the Executive Committee.
9. It shall be the duty of a member:
  - a. To pay all membership fees levied by the Society, unless waived by the Executive Committee.
  - b. To observe the provisions of the Society's constitution and by-laws, and the rules and regulations of the gymnastic governing bodies of Gymnastics Nova Scotia, Gymnastics Canada Gymnastiques (GCG), and the Federation Internationale de Gymnastique (FIG.)
  - c. To abide by all resolutions and decisions of the Society's general meetings and the Society's Executive Committee.
10. Members shall have the right:
  - a. To attend and participate in all meetings of the Society's general membership, in accordance with the provisions of paragraph 5.
  - b. To participate in all Society's activities, share in the Society's enterprises, and enjoy all the benefits arising from the Society membership.
  - c. To exercise their vote at the annual general meeting in accordance with the provisions of these by-laws, it being noted that while the child is actually "THE MEMBER" of the Society, due to age limitations, the voting rights may be exercised by a parent or guardian of the child, each child being entitled to one vote pursuant to paragraph 5.

## **FISCAL YEAR**

11. The fiscal year of the Society shall be the period from September 1 in any year to August 31 in the following year.

## **REGULAR AND ANNUAL GENERAL MEETINGS**

12. The Annual General Meeting of the Society shall be held not later than one month after the end of each fiscal year of the Society or any reasonable time prior to the end of each fiscal year.

13. An extraordinary Annual General Meeting of the Society may be called by the Chairman or by the Executive Committee at any time, and shall be called by the Executive Committee if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of the Society.
14. At least three days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing by making available a copy of such for pick-up and by posting a notice(s) in the gymnasium for at least 3 days prior to any meeting.
15. At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
  - a. Minutes of the preceding annual general meeting;
  - b. Consideration of the annual reports of the Executive Committee;
  - c. Consideration of the financial statements, including balance sheet and operating statement and the report, if any, of the auditors thereon;
  - d. Consideration of fees for membership programs; and
  - e. Election of Executive Committee for the ensuing year.

All other business transacted at an Annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

16. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.
17. If within one-half from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
18. All meetings will be chaired as follows.
  - a. The President of the Society shall preside as Chairperson at every general meeting of the Society.
  - b. If there is no President or if at any meeting he/she is not present at the time of holding the same, the First vice-President shall preside as Chairperson, or if not present the Second Vice-President shall preside as Chairperson;
  - c. If there is no President or Vice-President or if any meeting neither the President nor the Vice-President is present at the holding of the meeting, the members present shall choose someone of their number to be Chairperson.
  - d. If at any annual general meeting a majority of members present view the President as potentially in a conflict of interest on issues to be presented at the

meeting, then the members present shall choose someone of their number to be Chairperson.

19. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have the deciding vote.
20. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
21. At any Annual General Meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried, an entry to that effect placed in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.
22. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe. The result of such poll shall be deemed to be the resolution of the Society in general meeting.
23. At an Annual General Meeting every member shall have one vote and no more. No proxy voting shall be permitted except as referred to in paragraph 10.c hereof.

## **EXECUTIVE COMMITTEE**

24. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than twenty. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society. Upon election to the Executive Committee, a member shall become a director.
25. Any member who has attained the age of majority and one parent or guardian of each child member shall be eligible to be elected to the Executive Committee.
26. The Executive Committee shall be elected by the members at each annual general meeting of the Society, with the exception of the Past President, the Administrator and coaching representatives. These latter positions shall be filled by appointment by the elected members of the Executive Committee.
27. At the first Annual General Meeting of the Society and at every succeeding Annual General Meeting, the Executive Committee shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and members of the retiring Executive Committee shall be eligible for re-election.
28. In the event that a member of the Executive Committee resigns his/her office, the vacancy thereby created may be filled, for the unexpired portion of the term, from among the members of the Society by a majority vote of the Executive committee. In the event that all children of a member of the Executive Committee cease to be members of the Society, such member of the Executive Committee may continue to hold office to the end of the term for which he/she was elected, but voting privileges shall be limited to matters before the Executive Committee.

29. An elected member of the Executive Committee shall not serve on the Executive Committee for more than 7 (seven) years total in elected positions. This includes years of non-consecutive service.
30. Under circumstances where a position within the executive committee remains vacant a member who, having served the maximum allowable time under paragraphs 28 and/or 29 may serve additional terms in a vacant position if 2/3<sup>rds</sup> of the Executive approve.
31. Meetings of the Executive Committee shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of the Executive Committee may be held at the close of every annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each member of the Executive Committee within a reasonable time before the meeting is to take place, but non-receipt of such notice by any member shall not invalidate the proceedings at any meeting of the Executive Committee.
32. No business shall be transacted at any meeting of the Executive Committee unless at least a quorum, consisting of five members, is present at the commencement of such business.
33. The President or, in his/her absence, the First Vice-President, or in the absence of all of them, any member appointed from among those present shall preside as Chairperson at meetings of the Executive Committee.
34. The Chairperson shall be entitled to vote and, in the case of any equality in votes, he/she shall have the deciding vote in addition to the vote to which he/she is entitled as a member of the Executive Committee. All other members are entitled to one vote as a member of the Executive Committee.
35. Notwithstanding the foregoing, the Executive Committee may from time to time appoint to the Executive Committee a non-member representative as a Community Advisor.

## **POWERS OF EXECUTIVE COMMITTEE**

36. The management of the activities of the Society shall be vested in the Executive Committee. In addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, the Executive Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the Executive Committee shall have power to engage such coaching staff and office administration staff as deemed necessary and to determine their duties and remuneration.
37. The Executive Committee may consist of the possible following positions:

### **Staff Members**

Head Coach (*ex officio*);

Club Administrator (*ex officio*);

Recreational Program Coordinator (*ex officio*);

**Society Members**

Immediate Past President;

President;

First Vice President;

Secretary;

Treasurer;

Parent Liaison Officer;

Infrastructure Advisor;

Community Advisor (voting, non member);

Member at Large (voting, non-member); and

The Chairpersons of each standing committee as may from time to time be determined by the Executive Committee or membership (in general meeting) to be necessary for the effective operation of the Society.

38. Standing Committees may include, but are not limited to, any of the following:

Registration;

Publicity;

Fundraising;

Meets and Special Events;

Equipment;

Uniform and Travel;

Public Relations;

Special Populations; and

Community Member

39. The financial management of the Society shall require that at all times there be at least three signing officers on the Executive Committee. The issuance of any cheque by the Society shall require signatures of at least two signing officers.

40. The following members may be designated as signing officers for the Society:

President;

Vice-President;

Treasurer;

Administrator;

Secretary; and

Head Coach;

41. All members of the Executive Committee shall be voting members on all issues subject only to the limitation that no member of the Executive Committee shall be entitled to vote on any issue on which the member might be in conflict. Under normal circumstances the president shall only exercise his/her vote in the event of a tie.

## **DUTIES OF THE EXECUTIVE COMMITTEE**

42. The duties of each member of the Executive Committee shall be determined by the Executive Committee having regard to the number of members comprising the Executive Committee during any given year. As a guiding outline, it is expected that:
- a. THE PRESIDENT shall:  
Preside over all Executive Committee meetings; and assume responsibility of the total program.
  - b. THE VICE-PRESIDENT shall:  
Assume the President's duties in his/her absence; and be responsible for the constitution and by-laws.
  - c. THE SECRETARY shall:  
Keep the minutes of all Executive Committee meetings; and see that all notices are duly given in accordance with the provision of the by-laws of the Society, or required by law.
  - d. THE TREASURER shall:  
Conduct the finances of the Society; and present financial reports at Executive Meetings.
  - e. THE ADMINISTRATOR (*ex officio*) shall:  
Act in an advisory capacity to the Executive Committee; and oversee the general operation and administration of the gym.
  - f. THE HEAD COACH (*ex officio*) shall:  
Act in an advisory capacity to the Executive Committee; and oversee the management, operation and administration of the gym.
  - g. THE RECREATIONAL COORDINATOR (*ex officio*) shall:  
Act in an advisory capacity to the Executive Committee; and oversee the running of the recreational programs of the gym.
43. New Committees may be struck at any time by the Executive Committee, which shall appoint the Chairperson of such Committee, and any such committee may become a Standing Committee by having the Chairperson elected at the next following Annual General Meeting Or Regular General Meeting. The chair of any committee or Standing Committee will have a vote at Regular General Meetings.
44. A member of the community who is not a member of the Titans Gymnastics and Trampoline Club may be added to the Executive Committee. As a Community

Advisor his/her responsibility shall be to provide to the Society a perspective not influenced by membership in the Society.

45. A Member at Large, who is not a member of Titans Gymnastics and Trampoline Club, may be part of the Executive Committee with voting privileges. This position is designed to provide the society with unbiased outside business and leadership expertise.

## **ACCOUNTS**

46. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, prepared by an independent accounting firm and, shall be filed with the Registrar annually after the annual general meeting in each year, as required by the Province of Nova Scotia.

## **REPEAL AND AMENDMENT OF BY-LAWS**

47. The Society has power to repeal or amend any of these by-laws by a resolution passed in the manner prescribed by law, and in any event by a resolution at an annual general meeting passed by  $\frac{3}{4}$  of the members present, providing that notice of the proposed amendment was given with the notice of meeting.

## **MISCELLANEOUS**

48. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointments or election, and within fourteen days of a change of directors, notify the Registrar of the change.
49. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
50. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive Committee.
51. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Executive Committee shall be the responsibility of the Secretary.
52. A member may inspect the books and records of the Society at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
53. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Executive Committee or these by-laws.
54. The borrowing powers of the Society may be exercised by special resolution of the members.



55. From time to time special business of the Society may arise sensitive and confidential issues may be brought to the attention of members of the Executive Committee. In any such case there shall be convened a special meeting for the Signing Officers and Liaison Chairperson to investigate, discuss, and propose a course of action. No such action shall take place prior to approval of the Executive Committee.
56. In the event there is a complaint made to a member of the Executive Committee about the conduct of any member of the Executive Committee the subject member of the complaint shall have to absent themselves from the discussions and voting.