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THE ORTONA GYMNASTICS CLUB BYLAWS

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DEC 18 2014
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ARTICLE 1 - DEFINITIONS OF THE ORGANIZATION

1.1.1. The Ortona Gymnastics Club is a non-profit society incorporated under the Societies Act of Alberta. It is run by a volunteer Board of Directors whose members are elected by the Members of the Ortona Gymnastics Club. The Ortona Gymnastics Club may be referred to, in this and other documents, as either "O.G.C." "OGC" or "Ortona" or "the Club" or "the Society." Ortona Gymnastics Club is a founding member of the GO Community Centre of Edmonton, Alberta.

In these Bylaws:

1.1.1.1. "*Board of Directors*" refers to the elected Board of Directors.

1.1.1.2. "*Due process*" shall mean that the individual against whom an action is being taken will be notified of the pending action, be allowed time to prepare and present a response and be allowed to appeal if that action should be warranted.

1.1.1.3. "*General Meeting*" refers to the Annual General Meeting or to a Special General Meeting of the members of the Club.

1.1.1.4. "*Member in good standing*" refers to a person who was duly registered, was involved in a program at the Ortona Gymnastics Club and was an AGF member at any time during the current year of operation and whose financial obligations with the club are in good order and who is otherwise in compliance with the present bylaws.

1.1.1.5. "*Membership*" is understood to be the status obtained by having registered to any Ortona Gymnastics Club program during the year of operation

1.1.1.6. "*Partnership Agreement*" –GO Centre Shareholder Agreement.

1.1.1.7. "*Register of Members*" means the register maintained by the Board of Directors containing the names of the Members of the Society.

1.1.1.8. "*Special Resolution*" shall mean a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person.

1.1.1.9. "*Venture Agreement*" shall mean the signed GO Venture Agreement between the GO Community Centre and Governors of the University of Alberta.

1.1.1.10. "*Voting Member*" means a Member entitled to vote at the meetings of the Society.

1.1.1.11. "*Year of Operation*" means July 1 to June 30.

1.1.2. Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

1.1.2.1. Singular and plural: words indicating the singular number also include the plural, and vice-versa.

1.1.2.2. Headings are for convenience only and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify or explain the effect of any such provisions or terms.

1.1.2.3. Head office or Registered Office means the registered office for the Society and main place of business of The Ortona Gymnastics Club shall be located in the City of Edmonton at such a place (or places) as the Board of Directors may determine from time to time by resolution. Current head office is located at 11610 65th Avenue, Edmonton, Alberta, T6G 2E1.

ARTICLE 2 - RESCINDING AND REPEALING OF THE BYLAWS

2.1 These Bylaws may be rescinded, altered or added to, only by Special Resolution passed by seventy-five percent (75%) of those voting members at a General Meeting.

2.2 All previous Bylaws of The Ortona Gymnastics Club and all amendments to them are repealed.

ARTICLE 3 – OBJECTS OF THE SOCIETY

3.1 The objects of the society are detailed in the Application to Form a Society. *(Amended 12/18/2014)*

ARTICLE 4 - MEMBERSHIP

4.1 MEMBER IN GOOD STANDING

4.1.1 A person who was duly registered in a program at The Ortona Gymnastics Club at any time during the year of operation and who is otherwise in compliance ("in good standing") with the present Bylaws are deemed to have become a member.

4.1.2 The Member has paid membership fees and/or other require fees and/or completed contract commitments to the Society;

4.1.3 The Member is not a suspended Member as provided for under Article 4.6.

4.1.4 A person who is not in good standing with another gymnastics club can apply for membership, in writing, to the Board of Directors. In such cases, the Board will review each request separately before granting or refusing membership to the applicant.

4.1.5 No member of The Ortona Gymnastics Club shall, in his individual capacity, hold membership in two separate gymnastics clubs at the same time.

4.2 MEMBERSHIP FEES

4.2.1 Membership year is July first (1) to June thirty (30).

4.2.2 The Board reviews annually and motions membership fees.

4.2.3 Membership fees must be paid on or prior to the start of a program.

4.3 RIGHTS AND PRIVILEGES OF MEMBERS

4.3.1 Any Member in good standing is entitled to:

4.3.1.1 Receive notice of General Meetings of the Society;

4.3.1.2 Exercise other rights and privileges given to Members in these Bylaws.

4.3.1.3 To attend, participate in discussions and make motions at all General Meetings of The Ortona Gymnastics Club.

4.3.1.4 To participate in all assigned/appropriate Ortona Gymnastics Club activities, share in the Club's enterprises and enjoy all the benefits arising from membership to the Alberta Gymnastics Federation and to Gymnastics Canada Gymnastique.

4.3.1.5 Every individual member of the Club has the right to equal protection and benefit of all policies and procedures adopted by the Club and shall be treated reasonably, prudently and fairly, according to the principles of Natural Justice.

4.4 VOTING MEMBERS

4.4.1 The only Member who can vote at meetings of the Society are:

4.4.2 Members in good standing who are at least eighteen (18) years old.

4.5 MEMBER ROLES AND RESPONSIBILITIES

4.5.1 Limitation on the Liability of Members – No Member is, in his/her individual capacity, liable for any debt or liability of The Ortona Gymnastics Club

4.5.2 All Members of The Ortona Gymnastics Club are bound by and shall comply with:

4.5.2.1 The Bylaws in effect.

4.5.2.2 The operational policies of The Ortona Gymnastics Club as determined from time to time by the Board of Directors.

4.5.2.3 The rules, regulations and operational policies of the Alberta Gymnastics Federation and Gymnastics Canada Gymnastique.

4.5.2.4 The terms of any agreement or contract which the Member has entered into with The Ortona Gymnastics Club.

4.6 SUSPENSION, WITHDRAWAL, TERMINATION, RESIGNATION AND LIMITATION OF MEMBERSHIP PRIVILEGES.

4.6.1 The Board of Directors may, after evidence of due process, by notice in writing given to any Member, after a resolution passed by at least seventy-five percent (75%) of the directors then in office, expel, suspend or limit that Member's membership and its privileges in The Ortona Gymnastics Club.

4.6.2 NOTICE TO MEMBER

4.6.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended, withdrawn, limited or not. Upon issuing a suspension or expulsion, the Board of Directors shall indicate to the member, in writing, the reason for the decision as well as the conditions by which the Member may obtain reinstatement. In accordance with The Ortona Gymnastics Club's Discipline Policy and appeal procedure, any member against whom disciplinary action has been taken, shall be allowed to appeal the decision within fifteen (15) days of receiving notice of the action.

4.6.2.2 The Board of Directors may not act under Article 4.6.1, unless it gives the Member written notice of the conduct complained of and gives the Member at least fourteen (14) days to show cause why the Member's membership should not be cancelled, suspended or limited.

4.6.2.3 Any Member may, by notice in writing given to the Board of Directors, withdraw from membership from The Ortona Gymnastics Club. The registration fees are not refundable in the case of a member withdrawing from The Ortona Gymnastics Club, unless the Board of Directors decided that circumstances require giving a full or partial refund or credit.

4.6.2.4 The decision of the Board is final.

4.6.3 TERMINATION OF MEMBERSHIP

4.6.3.1 Resignation

4.6.3.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary, Executive Director or President of the Society.

4.6.3.1.2 Once the notice is received, the Board will accept or reject the resignation and shall provide written notification to the Member of the decision. If the notice is accepted, the Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

4.6.3.2 Death

4.6.3.2.1 The membership of a Member is ended upon his/her death.

4.6.3.3 Deemed Withdrawal

4.6.3.3.1 If a member has not paid annual membership fees, the membership is terminated and the Member is considered to have submitted his/her resignation.

4.6.3.4 Expulsion

4.6.3.4.1 The Society, may by Special Resolution at a Special meeting called for such a purpose expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.6.3.4.2 This decision is final.

4.6.4 CONTINUED LIABILITY FOR DEBTS DUE

4.6.4.1 Upon Termination of Membership, the former Member shall remain liable for any and all unpaid fees and debts owing to the Society. The Society shall maintain the right to collect such fees and debts by all legal means available.

ARTICLE 5 – GENERAL MEETINGS

5.1 THE ANNUAL GENERAL MEETING

The Annual General Meeting refers to a meeting of the membership which takes place once every year and whose purpose is to ratify the Board of Directors' actions from the past year in the normal conduct of the organization's business. The Annual General Meeting of The Ortona Gymnastics Club shall be held no later than on November 30th of every year.

5.1.1 Notice of Annual General Meeting

5.1.1.1 A written notice containing the date, time, location of the meeting, any special resolutions and a statement of the meeting agenda must be sent to each Member by e-mail, regular mail or posted in a prominent location at the main place of business at least twenty-one (21) days before the date of the meeting.

5.1.1.2 The written notice must be signed by the President and the Secretary of the Board of Directors.

5.1.2 Supporting Documentation

5.1.2.1 All official supporting documentation which may enable Members to be properly prepared for the meeting, must be made available to the Members at least fourteen (14) days in advance, including any motions, proposed budgets and financial statements.

5.1.3 General meetings shall be presided over by the President of the Board of Directors. In the President's absence, the meeting shall be presided over by the Vice-President, and in the absence of both of them, the chairperson of the meeting shall be selected from the Members present.

5.1.4 The Secretary of the Board of Directors shall be responsible for the taking and keeping of minutes. In the absence of the Secretary of the Board of Directors, a secretary for the Meeting shall be selected from the Members present.

5.1.4.1 Agenda for the Meeting deals with the following matters:

5.1.4.2 Adopting the agenda;

5.1.4.3 Adopting the minutes of the last Annual General Meeting:

5.1.4.4 Ratification or Rejection of the actions and decisions of the Board of Directors.

5.1.4.4.1 If the actions and decisions of the Board of Directors are rejected or not ratified then the Board of Directors is disbanded and an election of all positions for a Board of Directors is held.

5.1.4.5 Considering Annual Reports;

5.1.4.6 Reviewing the financial statements and operating budget;

5.1.4.7 Appoint the Accountant (auditor);

5.1.4.8 Electing the President;

5.1.4.9 Electing Members of the Board;

5.1.4.10 Consider matters specified in the meeting notice including revisions or amendments to the Society's Bylaws;

5.1.4.11 Other Specific motions that any members has given notice of before the meeting is called.

5.1.4.11.1 Notice must be received twenty (20) days prior to General Meeting.

5.1.5 A quorum at any General Meeting (Annual or Special) shall be ten percent (10%) of the Members entitled to vote.

5.2 SPECIAL GENERAL MEETINGS

5.2.1 A Special General Meeting may be called for the following business and responsibilities:

5.2.1.1 Ratification or rejection of specific actions and decisions of the Board of Directors;

5.2.1.2 Revisions and/or Amendments to the Society's Bylaws.

5.2.2 A Special General Meeting of the Ortona Gymnastics Club shall be convened in any of the following circumstances:

5.2.2.1 In accordance with a resolution passed at a meeting of the Board of Directors;

5.2.2.2 By a written request from The Ortona Gymnastics Club's Financial Auditor;

5.2.2.3 By a written request, signed by at least twenty percent (20%) of the Members of The Ortona Gymnastics Club entitled to vote;

5.2.3 Only business that is described in the notice referred to in article 5.2.1 may be transacted at a Special General Meeting.

5.2.4 Notice of Special General Meeting

5.2.4.1 In the case of a notice for a Special General meeting, it must be signed by the members requesting the meeting, if the President and the Secretary of the Board of Directors do not give the notice within ten (10) days after receipt of the request of the meeting.

5.2.5 Agenda for Special General Meeting

5.2.5.1 A written notice containing the date, time and location of the meeting and a statement of the meeting agenda must be sent to each member by e-mail, regular mail or posted in a prominent location at the main place of business at least twenty-one (21) days before the date of the meeting.

5.1.5.2 The written notice must be signed by the President and the Secretary of the Board of Directors.

5.2.6 Procedure at the Special General Meeting

5.2.6.1 Any Special General has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 PROCEEDINGS AT THE ANNUAL AND SPECIAL GENERAL MEETINGS.

5.3.1 Attendance by the Public is not permitted.

5.3.2 Failure to reach Quorum, if at any time appointed for holding the meeting, that number is not attained, the President of the Board of Directors or the chairperson may decide to call the meeting to order. The meeting shall be delayed for thirty (30) minutes. The Members then present and entitled to vote shall constitute the required quorum and shall be competent to transact the business for which the meeting was convened.

5.3.3 Presiding Officer: The President chairs every Annual or Special General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.3.1 If neither the President nor the Vice-President is present within thirty (30) minutes after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment: The President may adjourn any General meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only unfinished business from the initial Meeting.

5.3.4.1 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.2 The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.4 VOTING AT ANNUAL AND SPECIAL GENERAL MEETINGS:

5.4.1 No person who is under eighteen (18) years of age may vote. However, each person under the age of eighteen (18) who is a Member "in good standing" has the right to be represented by his/her legal guardian.

5.4.2 Only the following persons are entitled to representation/voting at a General Meeting:

5.4.2.1 Any Member "in good standing."

5.4.2.2 A person who is a Member of the Board of Directors, but who does not meet the membership requirements set forth in Article 4.6

5.4.2.3 A Member "in good standing" referred to in Article 4.1 who has taken or is taking part in the above-mentioned programs at The Ortona Gymnastics Club has one (1) vote.

5.5 PROXIES, SECRET BALLOTS, TELEPHONE VOTING

5.5.1 A Member, who is entitled to representation/voting, may do so by proxy if:

5.5.1.1 The proxy holder is appointed on a proxy form that is approved by the Board of Directors and is signed by the member.

5.5.1.2 The signed proxy form is delivered to the Board of Directors at least three (3) days before the date of the meeting.

5.5.1.3 The proxy holder is physically present at the meeting in which the proxy votes are to be exercised.

5.5.2 No proxy holder may exercise more than one (1) proxy vote at a General Meeting.

5.5.3 At a General Meeting, a motion put to a vote shall be decided by a show of hands unless at least five (5) Members entitled to vote demand a secret ballot.

5.5.4 Telephone voting is not allowed. However, voting through tele-conferencing is allowed, so long as the regular quorum requirements have been met.

5.5.5 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.5.6 A majority of the votes of the Voting Members decides each issue and resolution, unless the issues needs to be decided by Special Resolution.

5.5.7 The President declares resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.5.8 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General meetings.

5.5.9 Members may withdraw their request for a ballot.

5.5.10 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.6 FAILURE TO GIVE NOTICE OF MEETING

5.6.1 The General Meeting will continue regardless if there is:

5.6.1.1 Accidental omission to give any notice to any Member;

5.6.1.2 Any Member not receiving any notice; or

5.6.1.3 Any material error in any notice that does not affect the meaning.

5.7 WRITTEN RESOLUTION OF ALL THE VOTING MEMBERS.

5.7.1 All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 6 - THE GOVERNANCE OF THE SOCIETY

6.1 THE BOARD OF DIRECTORS

6.1.1 The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2 The Board of Directors shall ensure that all of its elected Members are covered by a policy of liability insurance or a performance bond, or a combination of the two, in a form and amount determined by the Board of Directors.

6.2 POWERS AND DUTIES OF THE BOARD

6.2.1 The Board has the powers to run and manage the affairs of the Society, subject only to those limits contained in the Societies Act or these Bylaws.

6.2.2 Promoting the objects of the Club;

6.2.3 Promoting membership in the Club;

6.2.4 Maintaining and protecting the Club's assets and property;

6.2.5 Approving an annual budget for the Club;

6.2.6 Paying all the expenses for operating and managing the Society;

6.2.7 Paying persons for services and protecting persons from debts of the Club;

6.2.8 Investing any extra monies;

6.2.9 Financing and operations of the Society, and borrowing or raising monies;

6.2.10 Approving all contracts for the Club;

6.2.11 Maintaining all accounts and financial records of the Club;

6.2.12 Appointing legal counsel as necessary;

6.2.13 Making policies, rules and regulations for managing and operating the Club and using its facilities and assets;

6.2.14 Selling, disposing of, or mortgaging any or all of the property of the Club; and

6.2.15 Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Club.

6.2.16 The Directors shall act as such without remuneration, but the Board of Directors may authorize payment of business related expenses properly incurred by the Directors while acting as representatives of The Ortona Gymnastics Club.

6.2.17 The Board of Directors shall assume the function of representative of The Ortona Gymnastics Club to the public or delegate that responsibility to its staff.

6.2.18 The Board of Directors recognizes while under agreement, that it must adhere to the rights, responsibilities and obligations of the current Venture and Partnership Agreements.

6.2.19 The Board of Directors appoints representatives as defined in the Venture and Partnership Agreements. These appointed representatives are to defend The Ortona Gymnastics Club rights and obligations in accordance with the Venture Agreement.

6.3 BOARD OF DIRECTORS' FIDUCIARY ROLES:

The Board of Directors shall include but not be limited to:

6.3.1 Ensure that all decisions reached by the membership at General Meetings are carried out.

6.3.2 Review the reports of the Permanent or Ad-Hoc Sub-committees.

6.3.3 Review and discuss the Club's audited financial statements and annual operating budgets.

6.3.4 Review the Auditor's report and make financial recommendations at General Meetings of the membership.

6.3.5 Review proposed changes to the Bylaws and make recommendations at General Meetings of the membership.

6.3.6 Ensure the proper staffing of the Club.

6.3.7 Provide direction to the standing sub-committees and coordinate its activities.

6.3.8 Ensure that each member of the Board of Directors carries out their respective duties. The Board of Directors will determine the various levels of membership, the various amounts of membership/registration fees, the dates at which these amounts are payable, and any other terms the Ortona Gymnastics Club will grant a current or prospective member with reference to the payment of these fees/amounts, including, without limitation, the granting of credits or other financial considerations/dispositions.

6.3.9 The Board of Directors may, by resolution passed by seventy-five percent (75%) of the directors then in office, refuse or limit membership/registration and its privileges to an applicant, where the Board of Directors considers it appropriate.

6.3.10 The Board of Directors may waive, adjust or reduce membership/registration fees where the Board of Directors is satisfied that the current or prospective Member has demonstrated financial hardship.

6.3.11 The Board of Directors may, by resolution, appoint any person as an Honorary Member of The Ortona Gymnastics Club. An Honorary member of The Ortona Gymnastics Club is not eligible for election to the Board of Directors or sub-committees of the Club and is not eligible to vote at General Meetings of the Members.

6.3.12 The elected members of the Board of Directors shall not be paid for carrying out their duties as officers of the Club other than the reimbursement of expenses as a consequence of carrying out such duties.

ARTICLE 7 - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

7.1 COMPOSITION AND ELECTIONS

7.1 The Board of Directors of The Ortona Gymnastics Club shall consist of the following persons, who shall be elected by a majority of votes cast at the Annual General Meeting:

7.1.1.1 The President;

7.1.1.2 The Vice-President;

7.1.1.3 The Treasurer;

7.1.1.4 The Secretary; and

7.1.1.5 As many Directors as deemed needed by the Board of Directors at the time.

7.1.1 Persons of legal majority age are eligible to be elected as members of the Board of Directors. At least one of the directors elected shall be a Member "in good standing" of The Ortona Gymnastics Club, subject to the limitations stated in Article 4.

7.1.2 The Executive Committee shall consist of the following elected members of the Board of Directors:

7.1.2.1 The President

7.1.2.2 The Vice-President

7.1.2.3 The Secretary

7.1.2.4 The Treasurer

7.1.3 In every even-numbered year, elections shall be held for the offices of Vice-President, Treasurer.

7.1.4 In every odd-numbered year, elections shall be held for the offices of President, Secretary.

7.1.5 In every year, elections shall be held for the Directors as referred to in Article 7.1.The persons who hold the offices referred to in Article 7.1 on the coming into force of these bylaws continue in office until they are replaced under Articles 7.1.3 and 7.1.4.

7.1.6 The Executive Committee shall, before each Annual General Meeting, prepare a list of names of persons who have agreed to stand for election to the Board of Directors.

7.2 EXPULSION / SUSPENSION / TERMINATION/ VACANCY FROM THE BOARD OF DIRECTORS

7.2.1 A Director may be removed from his/her position as Director by a resolution passed by 60% of the Board of Directors members then in office. Upon issuing a suspension or expulsion from the Board of Directors, the Directors shall indicate to the member being removed, in writing, the reason for the decision. In accordance with The Ortona Gymnastics Club policies, any Director being removed may appeal the action within fifteen (15) days of receiving notice of the action.

7.2.2 A Director who fails to attend three (3) consecutive regular meetings of the Board of Directors is automatically disqualified and removed as a Director, unless the Board of Directors excuses the Director's absence by a resolution before the end of the next regular meeting of the Board of Directors immediately following the last meeting missed.

7.2.3 A Director is disqualified:

7.2.3.1 if he/she becomes bankrupt;

7.2.3.2 if he/she becomes of unsound mind;

7.2.3.3 if he/she is convicted of an indictable offence.

7.2.4 A Director becomes disqualified under article 7.2.2 and 7.2.3 on receiving notice in writing to that effect from the Secretary of the Board of Directors.

7.2.5 Where a vacancy occurs on the Board of Directors, the remaining members of the Board of Directors may appoint a person to fill the vacancy, and that person holds office subject to ratification at the next Annual General Meeting.

7.2.6 If the Board of Directors does not appoint a person under article 7.2.4, the Vice-President shall assume the duties of the vacant office.

7.2.7 Board of Directors are not paid to fulfill their duties.

7.3 ROLES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

7.3.1 The Executive Committee shall be responsible for the following:

7.3.1.1 Representation of the Board of Directors between Board of Directors meetings on all official business matters which require immediate intervention.

7.3.1.2 Three quarters (¾) of the Executive Committee must be consulted for all motions needed between regular Board of Directors meetings.

7.3.2 The Executive Committee shall report on its activities under Section 6.3

7.3.2.1 To the whole Board of Directors at each regular Board of Directors meeting for ratification of its actions.

7.3.2.2 Without ratification, the Board of Directors will give guidance to find a solution to the problem.

7.4 ROLE OF THE PRESIDENT

7.4.1 The President shall be the chairman at all the Board of Directors meetings and General Meetings, unless otherwise provided for in these By-Laws.

7.4.2 The President may strike sub-committees made up of Board Members or other club members and may assign them responsibilities relative to specific business affairs of the Ortona Gymnastics Club.

7.4.3 The President may not vote on motions, but must cast the deciding vote in the event of a tie. This applies to all regular meetings of the Board of Directors, to all Executive Committee meetings and to all General Meetings.

7.4.3.1.1 Per article 7.10.6, a quorum must be present to successfully pass motions at a Board of Director's meeting. In the event that a quorum is achieved only by including the President in the count, the President may cast a vote on motions to ensure a full quorum of votes is cast on any motion requiring Board approval.

7.4.4 The President may vote for all elections.

7.4.5 The President is an ex officio member of all Committees.

7.4.6 The President acts as the spokesperson for the Society.

7.4.7 The President carriers out other duties assigned by the Board.

7.5 ROLE OF THE VICE-PRESIDENT

7.5.1 The Vice-President shall act in the place of the President in the event of the President's temporary absence or inability to act, and is required to assume the duties of any position which becomes vacant.

7.5.2 The Vice-President is responsible for any additional powers and duties assigned to him/her by the President.

7.5.3 The Vice-President carries out other duties assigned by the Board.

7.6 ROLE OF THE SECRETARY

7.6.1 The Secretary of the Board of Directors is responsible for taking and keeping all official Minutes at all regular meetings of the Board of Directors, at all meetings of the Executive Committee and at all General Meetings.

7.6.2 The Secretary shall ensure that:

7.6.2.1 Accurate and updated records of membership in the Club are kept;

7.6.2.2 An accurate and updated Minutes and Motions record of the Board of Directors meetings is kept.

7.6.2.3 An accurate and updated Minutes and Motions record of the Executive Committee meetings is kept.

7.6.2.4 An accurate and updated Minutes and Motions record of any other sub-committee meetings is kept.

7.6.2.5 All official Club correspondence be properly conducted;

7.6.2.6 Accurate and updated official Club business documents be kept;

7.6.2.7 Other duties, which may be required from time to time, be performed.

7.6.3 When the seal of the Ortona Gymnastics Club is affixed to an instrument or official document, it must be attested by the signature of at least two (2) authorized members of the Board of Directors, including the Secretary of the Board of Directors.

7.6.4 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.6.5 The Secretary carries out other duties assigned by the Board.

7.7 ROLE OF THE TREASURER

7.7.1 The Treasurer shall:

7.7.1.1 Oversee all official business transactions of the Club;

7.7.1.2 Oversee the disbursement of the Club's funds only under the direction of the Board of Directors;

7.7.1.3. Ensure that complete, up-to-date and accurate records of the receipts and disbursements of the Club are maintained at the business office of the Club in books kept for that purpose;

7.7.1.4 Help develop and provide to the Board of Directors, for every monthly Board Meeting or whenever requested, a complete, up-to-date and accurate report of all financial transactions of the Club;

7.7.1.5 Oversee the preparation for submission to the General Meetings of a duly audited financial statement as required by the current By-Laws and submit an official copy of the statement to the Secretary and President for the Club's records;

7.7.1.6 Help develop and present the proposed annual budget forecast for the following year to the Annual General Meeting for approval;

7.7.1.7 Ensure that a complete up-to-date and accurate record of all assets owned by The Ortona Gymnastics Club be maintained, including a description of the assets (inventory), the serial numbers (where applicable) and the location of the assets, and give a copy of the report to the President for the records of the Club;

7.7.1.8 Prepare a draft budget each year.

7.8 ROLE OF THE EXECUTIVE DIRECTOR

7.8.1 The Board may hire an Executive Director to carry out assigned duties.

7.8.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

7.8.3 The Executive Director acts as the administrative officer of the board in:

7.8.3.1 Attending board, and other meetings, as required;

7.8.3.2 Hiring, supervising, evaluating and releasing all other paid staff;
7.8.3.3 Interpreting and applying the Board's policies;
7.8.3.4 Keeping the Board informed about the affairs of the Society;
7.8.3.5 Maintaining the Society's books;
7.8.3.6 Preparing the budgets with the Treasurer;
7.8.3.7 Planning programs and services based on the Board's priorities; and
7.8.3.8 Carrying out other duties assigned by the Board.

7.9 FIDUCIARY POWERS AND ASSIGNMENT OF SPECIAL DUTIES

7.9.1 The fiscal year of the Ortona Gymnastics Club is from July first (1) to June thirty (30) of each year.

7.9.2 Cheques and other documents authorizing expenditures of the Club's funds must be signed by at least two (2) duly-elected members of the Board of Directors, at least one (1) of whom is a member of the Executive Committee.

7.9.3 For the purpose of carrying out the object of The Ortona Gymnastics Club, the Board of Directors may, without prior authorization of the Members of the Club, borrow, raise or secure the payment of money in the amounts and in the manner that the Board of Directors considers appropriate.

7.9.4 The members of the Board of Directors referred to in Article 7.1 are responsible for the powers and duties assigned to them by the Board of Directors.

7.9.5 The Board of Directors reserves the right to defer duties and powers normally assigned to a particular Board of Directors member to any other member of the Board by resolution.

7.9.6 The Board of Directors may give financial support in the form of a scholarship to a Member where the Board of Directors is satisfied that:

7.9.6.1 The scholarship will assist in the development and advancement of the members;
7.9.6.2 The member has shown sufficient need for the financial assistance.

7.9.7 The Board of Directors may not incur an expenditure that would result in the total expenditures provided for in a budget that was approved by the members at a General Meeting, to be exceeded by more than 10%, unless the members at a General Meeting approve the expenditure. This does not apply where the Board of Directors makes the expenditure necessary by an emergency situation requiring immediate action.

7.9.8 A member of the Board of Directors or a member of the Club is entitled to inspect at any time any of the books, official records or documents related to the business and the affairs of the Club, when making a written request to the Secretary of the Board of Directors. In the case of the Secretary of the Board of Directors, the demand must be made in writing to the President of the Board of Directors, This request may be granted, given the following conditions and reasonable timelines:

7.9.8.1 Any official business records/documents/books cannot leave the business office of The Ortona Gymnastics Club.
7.9.8.2 These official business records/documents/books can be consulted during normal club business hours only, in the presence of a Board member designated to that effect and the Staff Office Administrator. This excludes the official personnel records, which can be consulted only by the Executive Committee members, by the Executive Director, Appointed Supervisors, or by the individual themselves.

7.9.9 At each Annual General Meeting, the members present shall approve the appointment of a financial auditor to be in function until the next Annual General Meeting.

7.9.9.1 The auditor's remuneration shall be determined by the Board of Directors;

7.9.9.2 Only a person entitled to practice as a Certified Management Accountant or as a Certified General Accountant or as a Chartered Accountant in Alberta is eligible to be appointed as financial auditor of the Ortona Gymnastics Club;

7.9.9.3 The auditor shall, each year, before the Annual General Meeting for that year, audit the books and accounts of the Ortona Gymnastics Club for the previous fiscal year, prepare and present in writing a financial report resulting from that audit, including audited financial statements to the Board of Directors and to the members at the Annual General Meetings for their review and approval;

7.9.9.4 The Financial Auditor shall make any other investigations and reports on the affairs of the Club that the Board of Directors requires.

7.10 MEETINGS OF THE BOARD OF DIRECTORS

7.10.1 The President of the Board of Directors shall call the Board of Directors meetings and set the agenda for these meetings. Any member of the Board of Directors who wishes to have a matter put on the agenda for a regular meeting of the Board of Directors will inform the President or its designate any information relevant to the matter to the other members as early as possible before the scheduled meeting, and the President shall ensure that the matter may be included in that agenda.

7.10.2 The Board of Directors shall make or adopt rules of order governing the conduct of all meetings. Those rules of order shall be enforced by the Chairman of the meetings, i.e. the President of the Board of Directors or its designate.

7.10.3 The Board of Directors shall have meetings no less frequently than once in every three calendar months.

7.10.4 At least three (3) members of the Board of Directors may call an emergency meeting of the Board of Directors. In this case, these members must specify the reasons for such a meeting in writing to the President of the Board of Directors or its designate and to the Secretary of the Board of Directors at least twenty-four (24) hours before the date/time of the meeting.

7.10.5 The Secretary of the Board of Directors shall give at least seven (7) days written notice of a regular meeting of the Board of Directors either by ordinary surface mail or by official internal memo to all members of the Board of Directors. The Secretary of the Board of Directors may also notify the Board members by telephone or e-mail within the same deadlines.

7.10.6 The quorum for a meeting of the Board of Directors is two-thirds (2/3) of the members then in office.

7.10.7 At a meeting of the Board of Directors, a motion put to a vote shall be decided by a show of hands unless a secret poll is demanded by one (1) or more members of the Board of Directors before the vote. In the case of a secret poll, the Chairman of the meeting shall direct the manner in which the vote will be conducted.

7.10.8 A Director may participate in a Meeting of the Board by telephone if he/she can hear all other Directors and they can hear him/her. Such participation by phone shall be included in determining a quorum.

7.10.9 The Secretary of the Board of Directors shall be responsible for the taking and keeping of minutes. In the absence of the Secretary of the Board of Directors, a secretary for the Meeting shall be selected from the directors present.

7.10.10 Within fifteen (15) days of a Board of Directors' meeting, the Secretary shall provide a copy of the draft Minutes of the meeting to each member of the Board of Directors. These draft minutes shall be reviewed and approved at the following Board Meeting, after which a copy of the minutes shall be posted up in a prominent location at the place of business of the Ortona Gymnastics Club within another ten (10) days.

7.10.11 The Board of Directors may decide that an agenda item be excluded from the minutes which are to be posted under Article 7.11, if it considers that the confidential nature of the matter or for some other reason warrants it.

7.10.12 Electronic voting (voting by email) between regular Board Meetings shall be carried out as follows:

7.10.12.1 The making of, seconding of, and voting on motions shall take place on an electronic mailing list to which all Board Members subscribe.

7.10.12.2 The process named in above shall be administered by the Secretary; the acting Chairman shall administer the vote.

7.10.12.3 When a motion has been made and seconded, the Secretary shall make a determination of the urgency of the matter, shall establish a deadline date for a vote (normally 72 hours), and shall send a ballot form by mail to all Board Members. This form must state the motion, name the proposer and seconder thereof, and shall state the date by which the ballot must be returned to the Secretary. The ballot will have provision for entering votes for the motion, against the motion, and for recording abstention.

7.10.12.4 The returned ballots must be time-stamped no later than the deadline date. A Board Member who has already voted may change his or her vote, provided that it is done before the deadline.

7.10.12.5 A motion is carried if the total number of returned ballots is at least a quorum of the Board, and the number of affirmative votes exceeds the number of negative ones.

7.10.12.6 A motion carried by electronic vote shall be ratified at the next regular Board Meeting.

7.11 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

7.11.1 Each Director or Officer holds office with protection from the Club. The Club indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Club. The Club does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.11.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Club. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

7.11.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Club's Auditor. Directors or Officers are not held liable for any loss or damage as a result or acting on that statement or report.

ARTICLE 8 - EXECUTION OF DOCUMENTS, SEAL, OFFICIAL BANKING DOCUMENTS, BORROWING

8.1 AUTHORIZATIONS

8.1.1 The authorized Board Members shall sign deeds, transfers, licenses, contracts and engagements on behalf of the Ortona Gymnastics Club and the assigned individuals shall affix the seal of the Club to such instruments as is required.

8.2 CONTRACTS

8.2.1 Written agreements outside of the ordinary course of The Ortona Gymnastics Club's operations may be contracted on behalf of The Ortona Gymnastics Club by the authorized elected individuals.

8.3 SEAL

8.3.1 The Club's corporate seal shall be permanently retained at the Club's Head Office or at the Club's Legal Counsel.

8.4 SIGNING AUTHORITY

8.4.1 All cheques, bills, exchanges or other purchase orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Ortona Gymnastics Club, shall be signed by such officers or agents of the Ortona Gymnastics Club and in such a manner as shall from time to time be determined by resolution of the Board of Directors. Those two (2) such officers or agents may endorse notes and drafts for collection on account of the Ortona Gymnastics Club through its bankers, and endorse notes and cheques for deposit with the Ortona Gymnastics Club's bankers for the credit of the Club, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Ortona Gymnastics Club by using the Club's rubber stamp for the purpose.

8.4.2 Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Ortona Gymnastics Club's bankers and may receive all paid cheques and vouchers and sign the entire bank's forms or settlement of balance and release or verification slips.

8.5 LOANS

8.5.1 For the purpose of carrying out the Objects, the Club may borrow, raise, or secure the payment of money in such manner and such terms as the Board of Directors deems fit, including without limitation the granting of security over any or all of the Club's assets.

ARTICLE 9 - AMENDING THE BYLAWS

9.1 AMENDING BYLAWS

9.1.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

9.1.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

9.1.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 10 - DISSOLUTION OF THE CORPORATION

10.1 DISTRIBUTION OF ASSETS

10.1.1 On closing The Ortona Gymnastics Club and on payment of all outstanding debts of the Ortona Gymnastics Club, the remaining assets of the Club shall be turned over to the members GO Community Centre Partnership as constrained by the agreements enforced at

such time; and then to Alberta Gymnastics Federation who shall designate its use by other metropolitan Edmonton organizations.

10.1.2 The Society does not pay any dividends or make other distributions to its Members.

PASSED by Special Resolution of the Members of the Society at Meeting held on the 18th day of October 2014.

END OF DOCUMENT

RECEIVED
NOV 2 1 2014
Corporate Registry

SPECIAL RESOLUTION

At a meeting of the members of The Ortona Gymnastics Club held on the 18th day of October 2014, I hereby certify that the following Special Resolution was passed rescinding the existing bylaws (received and on file with the Corporate Registry dated November 29, 2010) in their entirety and adopting the new set of bylaws in their stead.

Resolved that the existing bylaws of THE ORTONA GYMNASTICS CLUB be rescinded and that the attached bylaws, dated September 17, 2014 be adopted.

Dated at the City of Edmonton, in the Province of Alberta this 18th day of October, 2014.

Tracey Freeman
Secretary, The Ortona Gymnastics Club

Troy Graf
President, The Ortona Gymnastics Club

FILED 110
DEC 18 2014
Registrar of Corporations
Province of Alberta