



Wainwright Gymnastics Club BY-LAWS

1.0.0 DEFINITIONS OF THE ORGANIZATION

1.1.0 The **Wainwright 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 **Wainwright Gymnastics Club**. The **Wainwright Gymnastics Club** may be referred to, in this and other documents, as "the **Wainwright Gymnastics Club**" or "the Club".

In these By-laws:

- a) "Board of Directors" or "Board" refers to the elected Board of Directors.
- b) "Executive Committee" or "Executive" refers to the elected members of the Executive Committee of the Board.
- b) "General Meeting" refers to either the Annual General Meeting or to a Special General Meeting of the members of the Club.
- c) "Member in good standing" refers to a person who was duly registered in a training program at the **Wainwright Gymnastics Club** at any time during the year of operations, whose financial obligations with the Club are in good order and who is otherwise in compliance with the present By-laws.
- d) "Membership" refers to the status obtained by having registered to any **Wainwright Gymnastics Club** program during the year of operation.
- e) "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, as per the Policies in place at the time.

2.0.0 MODIFICATIONS OF THE BY-LAWS

2.1.0 RESCINDING & AMENDMENTS

2.1.1 These By-laws may be rescinded, amended or added to only by special resolution passed by seventy-five percent (75%) of those members in good standing voting at a General Meeting or a Special General Meeting.

2.2.0 PREVIOUS BY-LAWS

2.2.1 All previous By-laws of the **Wainwright Gymnastics Club** and all amendments to them are repealed by virtue of the existence of the present By-Laws.

3.0.0 HEAD OFFICE

3.1.0 LOCATION

3.1.1 The Head Office and main place of business of the **Wainwright Gymnastics Club** shall be located at such a place as the Board of Directors may determine from time to time by resolution.

4.0.0 MEMBERSHIP

4.1.0 STATUS

4.1.1 A person (and legal guardians [up to a maximum of two (2) per minor participant]) who is duly registered in a program at the **Wainwright Gymnastics Club** at any time during the year of operation and who is in compliance ("in good standing") with the present By-laws is deemed to possess the status of member.

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

4.1.3 No member of the **Wainwright Gymnastics Club** may, in his individual capacity, hold a Board of Director's position in two (2) separate gymnastics clubs at the same time.



- 4.1.4 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.
- 4.1.5 The Board of Directors may implement a Scholarship Program through which it may waive, adjust or reduce membership/registration fees where the Board of Directors is satisfied that the current or prospective member has to face considerable, significant and extraordinary financial hardship.
- 4.1.6 The Board of Directors may appoint any person as an Honorary Member of the **Wainwright Gymnastics Club**. An Honorary member of the **Wainwright Gymnastics Club**:
- is not eligible for election to the Board of Directors;
 - is not eligible to vote at General Meetings and at Board of Director's Meetings;
 - may be invited to attend and participate at specific Board of Directors' Meetings and General Meetings;
 - is named for life;
 - does not receive any financial reward for this honor;

4.2.0 RIGHTS OF THE MEMBERS

- 4.2.1 A member "in good standing" of the **Wainwright Gymnastics Club** has the right to:
- attend all meetings and functions to which they are eligible and convened by virtue of their member status;
 - participate in discussions and make/second motions at all General Meetings of the **Wainwright Gymnastics Club**;
 - exercise their voting rights in accordance with the **Wainwright Gymnastics Club** By-laws;
 - participate in all assigned/appropriate **Wainwright Gymnastics Club** activities, to share in the Club's enterprises and to enjoy all the benefits arising from membership in the **Wainwright Gymnastics Club**.
 - inspect any of the official books, records or documents related to the business and the affairs of the Club, by written request to the Secretary of the Board of Directors with seven (7) days advanced notice. This request may be granted with the following conditions:
 - All records and documents cannot leave the business office of the **Wainwright Gymnastics Club** or be copied or be photographed;
 - All records and documents can only be consulted during normal Club business hours AND in the presence of a Board member specifically designated to that effect by the Board of Directors.
 - These records and documents exclude the official personnel records.
- 4.2.2 Every individual member of the **Wainwright Gymnastics 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.

4.3.0 ROLES AND RESPONSIBILITIES OF THE MEMBERS

- 4.3.1 All members of the **Wainwright Gymnastics Club** are bound by and shall comply with:
- the By-laws in effect.
 - the Operational Policies of the **Wainwright Gymnastics Club** as determined from time to time by the Board of Directors.
 - the rules, regulations and operational policies of the Provincial Gymnastics Governing body and Gymnastics Canada Gymnastique, so long as those do not contravene, modify or limit the **Wainwright Gymnastics Club** By-laws.
 - the terms of any agreement or contract which the member has entered into with the **Wainwright Gymnastics Club**



4.4.0 RESIGNATION, SUSPENSION, WITHDRAWAL AND LIMITATION OF MEMBERSHIP PRIVILEGES

- 4.4.1 The Board of Directors may, after evidence of due process and by notice in writing given to any member (after a resolution passed by at least seventy five percent (75%) of the duly-elected Board of Directors members then in office), suspend, withdraw or limit that member's membership and its privileges in the **Wainwright Gymnastics Club**, if the Board of Directors considers that the member:
- a) has acted in violation or contrary or to the detriment of the objectives of the **Wainwright Gymnastics Club**.
 - b) has conducted themselves improperly, in a way unbecoming or in a way likely to endanger the interests or reputation of the **Wainwright Gymnastics Club**, or who willfully commits a breach of the **Wainwright Gymnastics Club** By-laws.
- 4.4.2 Upon issuing such a suspension, expulsion or limit of membership, the Board of Directors shall notify the member, in writing, of the reasons/rationale for the ensuing decision, as well as the conditions by which the member may obtain reinstatement.
- 4.4.3 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.
- 4.4.4 The Board of Directors may not act under article 4.1.1, unless it provides the member with a written notice and gives the member at least seven (7) days to show cause why the member's membership should not be suspended, withdrawn or limited.
- 4.4.5 Any member may, by notice in writing given to the Board of Directors, withdraw from membership from the **Wainwright Gymnastics Club**. The membership and/or registration fees including sponsorships are not refundable in the case of a member withdrawing from the **Wainwright Gymnastics Club**, unless the Board of Directors decides that circumstances require giving a full or partial refund or credit.

5.0.0 ANNUAL & SPECIAL GENERAL MEETINGS

5.1.0 ANNUAL GENERAL MEETING

- 5.1.1 The Annual General Meeting refers to a meeting of the membership, which takes place once every year.
- 5.1.2 The business conducted at the Annual General Meeting shall consist of the following:
- a) Ratification or rejection of the actions and decisions of the Board of Directors.
 - b) Approval of the **Wainwright Gymnastics Club** financial statements, operating budgets and budget forecasts.
 - c) Election of officers of the **Wainwright Gymnastics Club** Board of Directors.
 - d) Review and amendments to the **Wainwright Gymnastics Club** By-laws.
- 5.1.3 The Annual General Meeting of the **Wainwright Gymnastics Club** shall be held no later than September 30th of every year.

5.2.0 SPECIAL GENERAL MEETINGS

- 5.2.1 Special General Meetings refer to exceptional meetings called by either the Board of Directors or by a group of members of the **Wainwright Gymnastics Club** to study/review/discuss for a vote a very specific topic of business, which requires immediate, urgent or imminent action and which is of significant importance to the organization's progress.
- 5.2.2 The business conducted at each Special General Meeting may consist of the following:
- a) Ratification or rejection of very specific actions and decisions by the Board of Directors;
 - b) Amendments to the **Wainwright Gymnastics Club** By-laws;



5.2.3 A Special General Meeting of the **Wainwright Gymnastics Club** shall be convened for any of the aforementioned circumstances:

- a) in accordance with a resolution passed at a meeting of the Board of Directors;
OR
- b) by a written request from the **Wainwright Gymnastics Club** financial auditor;
- c) by a written request, signed by at least twenty five percent (25%) of the members of the **Wainwright Gymnastics Club** entitled to vote;

5.2.4 Only business that is described in the notice referred to in article 5.2.2 may be transacted at a Special General Meeting.

5.3.0 NOTICES, CHAIRPERSON, SECRETARY, SCRUTINEERS & QUORUM

5.3.1 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 and/or posted in a prominent location at the main place(s) of business at least twenty-one (21) days before the date of the meeting.

5.3.2 The written notice must be signed by the President and the Secretary of the **Wainwright Gymnastics Club** Board of Directors.

5.3.3 In the case of a notice for a meeting referred to in article 5.2.3 c) of the **Wainwright Gymnastics Club** By-Laws, 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 for the meeting.

5.3.4 For both the Annual Meeting and for the Special General Meetings, 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 motions, budget forecasts and financial statements.

5.3.5 All General Meetings shall be presided over by the President of the Board of Directors of the **Wainwright Gymnastics Club**.

5.3.6 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 elected from the members present.

5.3.7 The Secretary of the **Wainwright Gymnastics Club's** 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 elected from the members present.

5.3.8 In both cases (under articles 5.3.6 and 5.3.7), the Secretary shall be elected by a simple majority of the eligible voters present (50% +1).

5.3.9 In all cases, one (1) or two (2) non-voting scrutineers may be nominated by the members present and eligible to vote by a motion.

5.3.10 The required quorum for any General Meeting (Annual and Special) shall be ten percent (10%) of the members entitled to vote. If, at the 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 then be delayed for fifteen (15) minutes. After that time period of fifteen (15) 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.

5.4.0 VOTING

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, as per the rules stated in article 4.0.0.



- 5.4.2. The following persons are entitled to vote at a General Meeting (Annual and Special):
- a) Any member "in good standing" of the **Wainwright Gymnastics Club**;
 - b) A person who is a member of the **Wainwright Gymnastics Club's** Board of Directors, but who does not meet the membership requirements set forth in article 4.1.1

5.5.0 PROXIES, SECRET BALLOTS, VOTING

- 5.5.1 A member, who is entitled to representation/voting, may do so by proxy if:
- a) the proxy holder is appointed on a proxy form that is approved by the **Wainwright Gymnastics Club's** Board of Directors and is signed by the member (or it's representative);
 - b) the signed proxy form is delivered to the Board of Directors at least three (3) days before the date of the meeting;
 - c) the proxy holder is physically present at the meeting in which the proxy votes are to be exercised;
- 5.5.2 A proxy holder MUST be a member "in good standing" of the **Wainwright Gymnastics Club**.
- 5.5.3 No proxy holder may exercise more than one (1) proxy vote at a General Meeting.
- 5.5.4 A motion put to a vote at a General Meeting shall be decided by a show of hands unless at least five (5) members entitled to vote demand a secret ballot.
- 5.5.5 Voting by way of any electronic means or by way of telephone are not allowed.

6.0.0 THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE

6.1.0 FIDUCIARY & GOVERNANCE ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 6.1.1 The Board of Directors shall have fiduciary responsibility of the **Wainwright Gymnastics Club's** assets, investments and liabilities.
- 6.1.2 The **Wainwright Gymnastics Club's** Board of Directors shall be responsible for governing by way of:
- a) Ensuring that all decisions reached by the membership at General Meetings are carried out through the implementation of comprehensive Operational Policies throughout the year;
 - b) Reviewing and proposing action and direction on the Reports of the Permanent and Ad-Hoc Sub-committees, by way of Operational Policies;
 - c) Reviewing and proposing actions in regards to the **Wainwright Gymnastics Club's** financial statements and annual operating budgets and budget forecasts, by way of Operational Policies;
 - e) Reviewing proposed amendments to the **Wainwright Gymnastics Club** By-laws and make recommendations at General meetings of the membership as required;
 - f) Ensuring that appropriate Operational Policies are in place for the proper staffing of the **Wainwright Gymnastics Club**;
- 6.1.3 The Board of Directors of the **Wainwright Gymnastics Club** shall approve the hiring and firing of staff contractors in accordance with the contract in effect at the time.
- 6.1.4 **Wainwright Gymnastics Club** representatives, employees and coaches will derive their authority and assume their duties and responsibilities in accordance with the Board of Directors Policies in effect at the time.
- 6.1.5 The Board of Directors of the **Wainwright Gymnastics Club** may contract, appoint, nominate, or select volunteers or hired professionals to conduct specific tasks on its behalf.
- 6.1.6 The members of the Board of Directors of the **Wainwright Gymnastics Club** shall act in all instances without remuneration.



6.1.7 The Board of Directors of the **Wainwright Gymnastics Club** may authorize business-related expenses properly incurred by the Directors while acting as duly-appointed representatives of the **Wainwright Gymnastics Club**.

6.1.8 The Board of Directors will develop Policies in regards to:

- a) the various levels of membership;
- b) the various amounts of membership/registration fees and financial modalities;
- c) any other matter/topic deemed necessary by the Board of Directors;

6.2.0 ROLES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

6.2.1 The Executive Committee shall be responsible for the following:

- a) Represent the Board of Directors between Board of Directors' meetings for all official business matters, which may require immediate intervention.

6.2.2 The Executive Committee shall report on its activities to the whole Board of Directors at each regular Board of Directors meeting for ratification of its actions.

6.3.0 COMPOSITION, ELIGIBILITY, ELECTIONS & TERM LIMITS

6.3.1 The Board of Directors of the **Wainwright Gymnastics Club** shall consist of the minimum following positions but not limited to the number of Director-at-large positions, who shall be elected at their respective Annual General Meeting:

- a) President
- b) Vice-president
- c) Treasurer
- d) Secretary
- e) Fundraiser Director-at-large
- f) Director-at-large
- g) Director-at-large
- h) Director-at-large

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

- a) President
- b) Vice-president
- c) Treasurer

6.3.3 Only legal majority-age members "in good standing" of the **Wainwright Gymnastics Club** are eligible to be elected as members of the Board of Directors.

6.3.4 The Board of Directors of the **Wainwright Gymnastics Club** may appoint, nominate, or select Volunteer Community leaders and past Board members to join the Board as ex-officio members. These individuals sit on the Board of Directors with very specific port-folios. They do not have the right to vote or to transact any official business on behalf of the **Wainwright Gymnastics Club**.

6.3.5 In every even-numbered year, elections shall be held for the offices of Vice-president, Treasurer and one (1) Director-at-large.

6.3.6 In every odd-numbered year, elections shall be held for the offices of President, Secretary and the remaining two (2) Directors-at-large.

6.3.7 Each elected person onto the Board of Director serves for a term of two (2) years. There is no limit to the number of consecutive terms that a person can serve.

6.3.8 Before each Annual General Meeting, the Executive Committee shall prepare and implement a formal call/invitation for volunteers who may be interested in running for office for the Board of Directors of the **Wainwright Gymnastics Club**. It will then produce and circulate a list of names of persons who have agreed to stand for election to the Board of Directors' vacant positions.

6.3.9 Nominations "from the floor" are allowed at all General Meetings.



6.3.10 Proxy nominations are not allowed.

6.3.11 Any individual running for office must be present for the entire duration of the General Meeting.

6.3.0 EXPULSION, SUSPENSION AND VACANCY

6.3.1 Any Director may be removed from his position on the Board of Directors of the **Wainwright Gymnastics Club** by a motion passed by at least seventy-five percent (75%) of the Board of Directors members then in office. Upon issuing a suspension or expulsion from the Board of Directors, the Directors must indicate in writing to the member being removed, the reason for the decision. Any Director being removed may appeal the action within fifteen (15) days of receiving notice of the action.

6.3.2 A Director who fails to attend three (3) consecutive regular meetings of the Board of Directors is automatically and temporarily suspended as a Director.

6.3.3 The Board of Directors may excuse the Director's absence and re-instate the individual by a simple resolution approved before the end of the next regularly scheduled meeting of the Board of Directors.

6.3.4 When 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.

6.3.5 If the Board of Directors does not appoint a person under article 6.3.4, the Vice-president shall assume the duties of the vacant office.

6.4.0 ROLE OF THE PRESIDENT

6.4.1 The President directs the Development and Implementation process of Operational Policies.

6.4.2. The President ensures that the activities of the Board of Directors and of the Executive Committee are performed in accordance with the will of the General Membership (as expressed at the General Meetings) and in accordance to the specific motions and Policies of the Board.

6.4.3 The President shall act as Chairman at all the Board of Directors meetings and at all General Meetings, unless otherwise provided for in these By-Laws.

6.4.4 The President may propose to create ad/hoc and/or permanent sub-committees.

6.4.5 The President does not vote on motions, but he/she must cast the deciding vote in the event of a tie, both at the Board of Directors' level and at the Executive Committee level.

6.4.6 The President may vote for all elections.

6.4.7 The President is entitled to vote for matters under article 6.3.0

6.5.0 ROLE OF THE VICE-PRESIDENT

6.5.1 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 temporarily or permanently assume the duties of any position which becomes vacant (and may not get filled out until the next elections).

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

6.6.0 ROLE OF THE SECRETARY

6.6.1 The Secretary of the Board of Directors is responsible for taking and keeping all official Meeting Minutes of the Board of Directors and/or of the Executive Committee and at all General Meetings.



6.6.2 The Secretary shall:

- a) oversee that accurate and updated records of Membership in the **Wainwright Gymnastics Club** are kept;
- b) oversee that an accurate and updated Minute Book, Resolution Book and Operational Policies Binder be kept for the Board of Directors and for the Executive Committee Meetings;
- e) oversee that all official **Wainwright Gymnastics Club** communication be properly conducted;
- d) oversee that accurate and updated official **Wainwright Gymnastics Club** business documents are kept;

6.7.0 ROLE OF THE TREASURER

6.7.1 The Treasurer shall:

- a) oversee that all official business transactions of the **Wainwright Gymnastics Club** are done in accordance with the Policies in place at the time;
- b) oversee that complete, up-to-date and accurate financial records of the **Wainwright Gymnastics Club** are maintained in accordance with the Policies in place at the time;
- c) help develop and provide to the Board of Directors, for every Board Meeting or whenever requested, a complete, up-to-date and accurate report of all financial transactions of the **Wainwright Gymnastics Club**;
- d) oversee the preparation for submission to the General Meetings of an appropriately reviewed or audited Financial Statement as required by the current By-laws and submit an official copy of the statement to the Board of Directors;
- e) oversee the development of the proposed Annual Budget Forecast (for the following year(s)) for approval by the Board of Directors and at the General Meetings;
- f) oversee that a complete, updated and accurate record of all assets owned by the **Wainwright Gymnastics Club** be maintained, including a description of the assets and the location of the assets;

6.8.0 FINANCIAL

6.8.1 The fiscal year end of the **Wainwright Gymnastics Club** is April 30th of each year.

6.8.2 Cheques and other documents authorizing expenditures of the **Wainwright Gymnastics Club's** funds must be signed by at least two (2) duly-appointed and duly-elected members of the Board of Directors.

6.8.3 For the purpose of carrying out the objectives of the **Wainwright 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.

6.8.4 The Board of Directors may not incur such an expenditure that would result in the total expenditures provided for in the Yearly 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 further approve the expenditure. This does not apply where the Board of Directors makes the expenditure necessary by an emergency situation requiring immediate action.

6.8.5 At each Annual General Meeting, the members "in good standing" present shall approve the appointment of 2 Board Members, other than the Treasurer or an Independent Financial Auditor to be in function until the next Annual General Meeting.

- a) Only a person entitled to practice as a Chartered Accountant in Alberta is eligible to be appointed for the position of Independent Financial Auditor by the **Wainwright Gymnastics Club**;
- b) The appointed Board Members or Independent Financial Auditor shall, each year, before the Annual General Meeting for that year, audit or review the books and accounts of the **Wainwright Gymnastics Club** for the previous fiscal year, and present in writing a financial report, including audited or reviewed financial statements to the Board of Directors and to the members at the Annual General Meetings for their review and approval;



- d) The appointed Board Members or Independent Financial Auditor shall make any other investigations and reports on the affairs of the Club that the Board of Directors requires;

6.9.0 MEETINGS OF THE BOARD OF DIRECTORS

- 6.9.1 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 shall make available for distribution to the President (or its designate) any information relevant to the matter to the other members at least five (5) days before the scheduled meeting, and the President shall ensure that the matter be included on the agenda.
- 6.9.2 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 President of the Board of Directors or its designate.
- 6.9.3 The Board of Directors shall have meetings no less frequently than once in every calendar month.
- 6.9.4 A minimum of five (5) 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.
- 6.9.5 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 by e-mail or by official internal memo to all members of the Board of Directors.
- 6.9.6 The quorum for a meeting of the Board of Directors is seventy-five percent (75%) of the members then in office. 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 two (2) members of the Board of Directors before the vote. In the case of a secret poll, the President (or its designate) shall direct the manner in which the vote will be conducted.
- 6.9.7 Only members who are physically present at a Board of Directors' Meeting will be entitled to vote. However, a duly-elected Board member who is not physically present is allowed to attend a Board Meeting via Skype or the equivalent.
- 6.9.8 There will be no proxy votes at Board of Directors' meetings.
- 6.9.9 In the absence of the Secretary of the Board of Directors, a secretary for the Meeting shall be selected from the directors present.
- 6.9.10 The Secretary shall provide a copy of the Draft Minutes of the meeting to each member of the Board of Directors within seven (7) days of that Board of Directors' meeting. These Draft Minutes shall be reviewed by each Board of Directors' member and voted on at the following Board Meeting.
- 6.9.11 Once approved, a copy of the final Minutes shall be posted up in a prominent location at the place of business of the **Wainwright Gymnastics Club**. The final copy of the Minutes shall be kept in chronological order in the official Minutes Book, to be kept by the Secretary.
- 6.9.12 The Board of Directors may decide that an agenda item be excluded from the minutes, if it considers that the confidential nature of the matter warrants it.

7.0.0 Authorizations, Contracts, Seal, Execution of Documents, Banking & Loans

7.1.0 AUTHORIZATIONS

- 7.1.1 The authorized Board members shall sign deeds, transfers, licenses, contracts and engagements on behalf of the **Wainwright Gymnastics Club** and the assigned individuals shall affix the seal of the **Wainwright Gymnastics Club** to such instruments as is required.



7.2.0 CONTRACTS

7.2.1 Written agreements outside of the ordinary course of the **Wainwright Gymnastics Club's** operations may be contracted on behalf of the Club by duly authorized elected individuals.

7.3.0 SEAL

7.3.1 The **Wainwright Gymnastics Club's** corporate seal shall be permanently retained at the Club's Head Office.

7.3.2 When the seal of the **Wainwright Gymnastics Club** is affixed to any 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.

7.4.0 SIGNING AUTHORITY

7.4.1 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 **Wainwright Gymnastics Club**, shall be signed by at least two (2) elected officers of the **Wainwright Gymnastics Club** and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

7.5.0 BANKING

7.5.1 The authorized officers or agents of the **Wainwright Gymnastics Club** may endorse notes and drafts for collection on account of the **Wainwright Gymnastics Club** through its bankers, and endorse notes and cheques for deposit with the **Wainwright 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 **Wainwright Gymnastics Club** by using the Club's appropriate stamp for the purpose.

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

7.6.0 LOANS

7.6.1 The **Wainwright Gymnastics Club** may borrow, raise or secure the repayment of such sums, in such a manner and upon such terms and conditions as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge or other security on the undertaking of the whole or any part of the present and future both real and personal to the **Wainwright Gymnastics Club**; provided, however, that these powers shall be exercised in accordance with a special resolution passed by three fourths (75%) of the members of the **Wainwright Gymnastics Club** present and entitled to vote at an Annual or Special General Meeting of the **Wainwright Gymnastics Club's** members, and provided that each member of the Club shall be given notice as per the relevant By-Law articles of the meeting and of the proposed plan to raise or secure moneys to be voted on at the meeting.

However, borrowing money for purposes of Club fund-raising projects can be brought up for review and decision to the Board of Directors.

8.0.0 Dissolution of the Corporation

8.0.1 On closing the **Wainwright Gymnastics Club** and after payment of all outstanding debts of the **Wainwright Gymnastics Club**, the remaining assets of the Club shall be donated to a non-profit organization of choice.



700 2ND Avenue Wainwright, AB T9W 1C4
WGC Administration Email: waingymclub@gmail.com

Revision Date: December 15th, 2022

Wainwright Gymnastics Club BY-LAWS

Approved on this date _____, _____ in the city of Wainwright in the Province of ALBERTA.

OFFICERS OF THE BOARD OF DIRECTORS (at the time of approval of these By-Laws)

NAME
(Please print)

SIGNATURE

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____