

APPENDIX A

GYMNASTICS NOVA SCOTIA BY-LAWS

ARTICLE I – NAME

The name of the organization is Gymnastics Nova Scotia (hereafter referred to as the “Association” or “GNS”).

ARTICLE II – MEMBERSHIP

Membership in the Association includes four (4) classes of membership:

Registered membership includes gymnasts, coaches, judges, officials, parents and other interested persons who pay their dues to the Association. Registered members shall not be entitled to vote at any General Meeting of the Association.

Active membership shall be limited to duly affiliated clubs. A duly affiliated club is defined as a club which has registered all preschool, recreational and competitive members and is registered with the Nova Scotia Registry of Joint Stocks Companies. Each duly affiliated club in good standing shall be entitled to two votes at any General Meeting of the Association.

Associate membership is open to provincially oriented and affiliated organizations or persons who desire to assist in the promotion of gymnastics. Associated members shall not be entitled to vote at any General Meeting of the Association (such as YMCA, YWCA, NSSAF, etc.).

Affiliate Members are one-time birthday party participants who are not covered under the Sport Accident Policy.

Honorary membership is a life membership granted to those nominated by active members of the Association and unanimously approved by the Board of Directors. Honorary members shall not be entitled to vote at any General Meeting of the Association.

Membership in the society (GNS) shall consist of:

- a) the minimum of 5 subscribers to the Memorandum of Association
- b) those who support the objects of GNS
- c) those whose name and address is written in the Register of Members by the secretary
- d) those who pay an annual fee in an amount to be determined by GNS
- e) those who reside in the geographic area of Nova Scotia

Membership Rights and Responsibilities

Any member who accepts membership in the Association shall be deemed to have undertaken to abide by the provisions of the By-Laws of the Association as well as those of Gymnastics Canada. Every member is entitled to attend any members' meeting of GNS. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.

The Board of Directors may terminate the membership of any member for sufficient reasons (ie. Failure to pay GNS Club or Member registration fee) with an extraordinary resolution approved by not less than three-fourths majority of those present at an Annual General Meeting or a Special Meeting called for that purpose.

Member in Good Standing

2.1 Definition - A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
 - a.1) membership in the society (GNS) is not transferable
 - a.2) upon death
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
When restrictions have ended, the member may be able to be a member in good standing again pending the reason for the suspension, restrictions or sanctions imposed.
- c) Has completed and remitted all documents as required by the Association;
- d) Has complied with the Bylaws, policies, procedures, rules and regulations of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues or debts to the Association, if any.

2.2 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III – FEES

All fees levied by the Association shall be set and approved at the Annual General Meeting of the Association. Honorary membership shall be granted without payment of dues.

ARTICLE IV – MANAGEMENT AND ADMINISTRATION

The Association is governed and administered by:

- a) the General Meeting
- b) the Board of Directors

The management of the Society is the responsibility of the directors. In particular, the directors may engage an Executive Director/General Manager, and determine their duties, responsibilities and remuneration

ARTICLE IV.1 – GENERAL MEETING

The General Meeting shall be vested with ultimate authority in the determination of the policy of the Association. All resolutions and policies adopted by the Board of Directors or any standing or special committee shall be subject to its approval. Failure of ratification by the General Meeting of any resolution or policy adopted by the Board of Directors and presented to the membership at the General Meeting, shall not affect the validity of the decisions or the actions taken as a result of adoption prior to the General Meeting, the unratified resolution or policy, so presented, ceases to be valid after the General Meeting. The Annual General Meeting shall be held in a centrally located place each year at a time and place to be fixed by the Board of Directors. It shall be held within 3 months of every fiscal year end. In no event shall the AGM be held greater than eighteen (18) months after the immediate previous AGM.

Notice of the AGM is required which must:

- a) specify the date, time and place of the meeting
- b) be given to the members thirty (30) days prior to the meeting
- c) be given to the members by newsletters, email, fax and /or other electronic means,
- d) specify the intention to propose a special resolution, and
- e) the non-receipt of notice by any member shall not invalidate the proceedings.

The President, or in their absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.

The Annual General Meeting shall be chaired by the Association President (or as per above in their absence) and shall:

- a) receive and consider annual reports of the Association's officers.
- b) receive and consider the financial report.
- c) establish the membership fees and other assessments
- d) consider changes and amendments to the Association's By-Laws and provide their binding interpretation.
- e) elect the new Board of Directors.

The order of business at all General Meetings of the Association shall be:

- a) Meeting called to order
- b) Adoption of the agenda
- c) Report on credentials of delegates
- d) Reading of minutes
- e) Business arising from the minutes
- f) Reports of the Board of Directors and its officers
- g) Approval of financial report
- h) Notices of motions
- i) Elections of officers
- j) New Business
- k) Adjournment

The Annual General Meeting may be attended by Registered members, Active members, Associate members and Honorary members. All Active members have an obligation to attend the Annual General Meeting; failure to do so under normal circumstances may be taken into consideration by the Board of Directors during any review of membership under Article II.

A quorum will consist of six voting delegates representing at least three active members (clubs). No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

Active members shall be entitled to two (2) votes either represented by one or two delegates who are members of that club.

All motions at the General Meeting are passed by a simple majority, with the exception of amendments to the By-Laws and Special Resolutions. These motions require not less than three-fourths majority of eligible voters present.

A general or special meeting of the members may be held at any time and shall be called:

- a) If requested by the Chair, or
- b) If requested by a majority of the directors, or
- c) If requested in writing by the majority of the member clubs.

Notice to members is required for general or special meetings. The notice must:

- a) specify the date, time and place of the meeting
- b) be given to the members seven (7) days prior to the meeting
- c) be given to the members by newsletters, email, fax and /or other electronic means,
- d) specify the nature of business, such as the intention to propose a special resolution, and
- e) the non-receipt of notice by any member shall not invalidate the proceedings.

ARTICLE IV.2 – BOARD OF DIRECTORS

ROLE AND FUNCTION

The Board of Directors is the governing body of GNS. It charts the future direction of GNS and ensures that it stays on course. The Board is responsible for the strategic plan of GNS and also for overseeing GNS's operation.

Duties of a Board of Directors include formulation of GNS's mission, goals, and objectives as well as GNS's policies. The Board approves major financial decisions including the annual budget and major investments and ensures that an annual report is sent to members. The Board maintains, revises and enforces the By-Laws of GNS. The Board must ensure GNS is effectively governing by holding regular elections and by filling interim Board vacancies.

It is essential to have key persons with the necessary sophistication or expertise on the Board. Without these decision makers, the Board cannot make the necessary decisions and commit the necessary funds to make things happen. Board Members should represent all segments and interests of GNS's membership, not just their own viewpoints or that of their own businesses.

Listed below are eleven qualities that each Director doesn't necessarily have to have but the Board in total should: integrity, wisdom, independence, a valid business or professional knowledge and expertise that could help with various problems and deliberations, a track record of accomplishment with other organizations, an understanding and a general acceptance of the organization's philosophy, an inquiring mind, a willingness to speak one's mind, and an ability to challenge and stimulate management.

The Functions and Responsibilities of Board Members Which Promote Success:

1. Attend and actively participate in all meetings. Review your portfolio and be prepared to work in this capacity for the benefit of all members of the GNS community.
2. Represent the member's views and interests honestly and accurately, but remember that you are responsible to them to advise and act in their interests on matters for which you may have no detailed knowledge of their views. Your judgment is the reason you were elected. A second component of this responsibility is to adopt a view that you represent the membership at large. The purpose of an umbrella Association is to act in the general interest, and it is your duty to see that this takes place. Bringing regional or local issues to the Board through informal means is counter-productive. The best way to serve your local constituency is by ensuring that the group develops policies and programs that are universally fair and objective.
3. Be informed about the issues in order to discuss them responsibly.
4. Know and understand the roles and responsibilities of the Board, committees and staff members.
5. Do your homework before the meetings -- review the minutes of the last meeting and the policy and procedures manual, if necessary.
6. Be aware of both legal and financial responsibilities.
7. Endorse the collective decisions of the Board publicly (even if you don't share them personally). Be a booster and not a complainer outside the Board.
8. Insist on adequate preparation from the staff.
9. Accept promotion or special projects only if you are confident that you will do well for the organization.
10. Remember that you hold a position of trust. Maintain Board businesses and client confidentiality.
11. Be involved in one or more committees.

The Board of Directors, during times where the General Meeting is not in session, shall be vested full powers to manage the affairs of the Association. The Board of Directors may appoint an Executive Committee and other committees to carry out

management duties as it deems necessary.

The Board of Directors consists of 15 as per below:

- a) President
- b) Past-President
- c) Vice-President
- d) Secretary
- e) Treasurer
- f) Women's Program Director
- g) Men's Program Director
- h) Trampoline and Tumbling Program Director
- i) Education and Recreational Director
- j) (6) Members -At-Large

To qualify for an office of the Board of Directors, each candidate shall be a registered member of the Association. Any member of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

The Past President may elect in writing not to be a serving member of the Board and in such case, the General Meeting may elect an additional member-at-large. Should such occurrence happen subsequent to the General Meeting, the Board is empowered to appoint an additional member-at-large.

A nomination for office must come from an Active member of the Association or from the Nominating Committee.

Each member of the Board of Directors shall hold office for two (2) years and may be eligible for re- election for the same office. Directors shall be elected to two year terms, with one-half of the directors elected each year. Any member of the Board of Directors who serves half a term or less may be re-elected to the same office.

Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election

The Board of Directors shall not be paid any sum for services as such, but may be reimbursed for expenses incurred on behalf of the Association. No funds of the society shall be paid to or be available for the personal benefit of any member.

If a director resigns their office or ceases to be a member in the Society, their office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

The members may, by special resolution, remove any director and appoint another person to complete the term of office.

The Board of Directors shall meet regularly with the exceptions of July and August. The Board of Directors shall meet no less than five (5) times each year.

A meeting of the Board of Directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

- a) specify the date, time and place of the meeting
- b) be given to the directors seven (7) days prior to the meeting
- c) be given to the directors by newsletters, email, fax and /or other electronic means,
- d) the non-receipt of notice by any director shall not invalidate the proceedings.
- e) Notice can be waived for board meetings with the unanimous approval of the Board.

Six (6) members of the Board of Directors shall constitute a quorum at a Board meeting. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.

The Board of Directors may, from time to time, invite to meetings such persons they deem advisable to act as consultants.

All motions are passed by a simple majority.

The President, or in their absence, the Vice-President, or in the absence of both of them, any director appointed from among the directors, shall preside as Chair of the Board.

Each member of the Board of Directors shall have one vote.

The Board of Directors shall have the power to appoint annually all delegates to the Annual General Meeting of Gymnastics Canada.

For dereliction of duty, physical incapacity or continued absence without cause, a member of the Board of Directors may be removed by a majority vote of the Board of Directors. The Board of Directors shall then appoint by reason of the above, a person to fill the unexpired term of such a member until the next Annual General Meeting of the Association, at which time, an election shall be held to fill the unexpired term. The member, who has been so removed, may appeal the decision of the

Board of Directors at a meeting called by the President for that reason. If, during their term of the office a member should resign, the Board of Directors may appoint a person to fill the unexpired term of such a member until the next Annual General Meeting of the Association.

The Board of Directors shall, at its first meeting after election to office, appoint by resolution the persons empowered to sign cheques and other banking documentation of the Association. The signature of any two (2) of the signing officers shall be necessary on each document. The positions of Chairperson of committees and other positions not covered in the By-Laws shall be appointed by the Board of Directors.

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of GNS by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by the resolution of the Board of Directors

Conflict of Interest

Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members

- a) Upon nomination, and
- b) If serving as a director, when the possibly of a conflict is realized.

A conflict of interest does not prevent a member from serving as a director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

ARTICLE IV.3 – OFFICERS

The officers shall be elected by the Directors and shall be a President, a Vice-President, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined.

One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

One of the officers shall be Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.

One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:

- a) Have the responsibility of the preparation and custody of all books and records including:
 - 1) The minutes of members' meetings,
 - 2) The minutes of directors' meetings,
 - 3) The register of members, and
 - 4) Filing the annual requirements with the office of the Registrar (**Registrar of Joint Stock Companies**), and
- b) Have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
- c) File with the Registrar (**Registrar of Joint Stock Companies**):
 - 1) Within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - 2) A copy of every special resolution within fourteen (14) days after the resolution is passed, and
- d) Have other duties as assigned by the board.

The directors may also appoint a Recording Secretary

- a) Who is responsible for taking minutes of all board and members' meeting, and
- b) Who need not be a director.

One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the board.

Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of their duties.

ARTICLE V – FISCAL YEAR AND FINANCES

The fiscal year of the Association shall end on the 31st day of March.

The directors shall annually present to the members a written report on the financial position of the GNS. The report shall be in the form of:

- a) A balance sheet showing its assets, liabilities, and equity, and
- b) A statement of its income and expenditure in the preceding fiscal year.

A copy of the financial report shall be signed by the auditor or by two directors.

A signed copy of the financial report shall be filed with the Registrar (**Registrar of Joint Stock Companies**), within fourteen (14) days after each annual meeting.

An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.

The Society may only borrow money as approved by a special resolution of the members.

The members may inspect the annual financial statements and minutes of the membership and directors' meetings at the registered office of GNS within one week's notice. All other books and records of GNS may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of GNS.

ARTICLE VI – BY-LAW AMENDMENTS

The By-Laws of the Association can be amended only at the Annual General Meeting of the Association, or a Special Meeting called for that purpose.

Amendments may be proposed by the Board of Directors or Active Members. All proposed amendments must be circulated by the Executive Director of the Association four weeks prior to the AGM. The proposed amendments will be circulated with the notice of motion of the Annual General Meeting of the Association.

The notices of the Annual General Meeting shall contain a copy of the proposed amendments together with the names of those putting forth the amendments.

The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar (Registrar of Joint Stock Companies) approves it.

ARTICLE VII – DUTIES OF ELECTED BOARD MEMBERS

PRESIDENT:

- Responsible for governing the affairs of GNS in accordance with the policies and procedures established by GNS's Board of Directors.
- Chief elected officer of GNS.
- President at meetings of the organization including the Board of Directors and/or Executive Committee or meetings deemed necessary.
- Determine relevant and productive agendas for all Board, Executive and Annual General Meetings and direct the Executive Director to send composed agenda three weeks prior to the scheduled meeting.
- Cheque signing officer.
- Be the spokesperson for the Board of Directors and GNS.
- Provide vision and leadership that will serve GNS's mission and goals.
- Act as liaison between Gymnastics Nova Scotia and the appropriate Nova Scotia Government, Gymnastics Canada and Sport Nova Scotia.
- Act as liaison with the insurance company.
- Be involved with budget plans -- short term and long term.
- Initial contact person for any safety or ethics complaints.
- Act as liaison with the GNS Staff.
- Be responsible to the Board for reporting and noting any inconsistencies of Board actions.

The presidential succession in cases of temporary absence of the President is the Vice President, the Treasurer and the Secretary.

VICE PRESIDENT:

- Act in the absence of the President.
- Cheque signing officer.
- Assist the Executive Director with procuring corporate sponsorship
- Responsible for updating and revising the Gymnastics Nova Scotia Policy Manual and Code of Ethics as directed by the Board of Directors and in conjunction with the Executive Director.
- Responsible for ensuring Program Committee Reports and Employment Agreements followed.
- Organize any grievance hearings and appeals as required for any safety or ethics complaints.
- Act as liaison with the President.

IMMEDIATE PAST PRESIDENT:

- Responsible for promoting the continuity and development of leadership in GNS.

- Chair the Nominating Committee and identify committed and competent leaders for election of office.
- Review the performance of volunteers and as necessary address issues with individual volunteers.

SECRETARY:

- Responsible for the recording and maintaining of the proceedings of all board, Executive Committee and Annual General Meetings and ensure minutes are to the Executive Director to be distributed to the members within ten (10) days of the meeting.
- Receive and answer correspondence as directed by the President or Board of Directors.
- Ensure that mailing list and directory of Board Members is updated and distributed by the Executive Director.
- Catalogue all pertinent motions from each Board and Executive Meetings and prepare for presentation at the Annual General Meeting of that year.

TREASURER:

- Act as a source of financial information for GNS and inform the Board of the financial performance of GNS.
- Chair a Financial Planning Committee to anticipate GNS's future financial needs to carry out the mission and goals of GNS and to help ensure adequate resources are available to fund programs.
- Assist in the development of a budget for presentation to the Board of Directors with approval.
- Assist in the development of financial policies and procedures in collaboration with the President and Executive Director.
- Prepare a quarterly statement (or at other times as requested) of revenue and expenses to reflect proposed, current and year-to-date actual budget, to be provided to Directors.
- Disbursement of cheques and cheque signing officer.
- Account for all receipts, claims, bills and statements and records of dues.
- Recommend to the Board of Directors a yearly audit if necessary.
- Duties of the Treasurer will neither lessen nor add to the Executive Director's accountability to Board policies on fiscal conditions and budgeting.
- Meet with the Executive Director prior to monthly board meetings to update.
- Responsible for Staff payroll entries with Sport Nova Scotia staff.

WOMEN'S, MEN'S AND T&T PROGRAM DIRECTORS:

- Chairs respective committees and prepares a report for Board and Executive Meetings.
- Liaison with Gymnastics Canada and other Provincial Directors.
- Responsible for budget proposals and allocation, calendar of events for clinics, competitions, technical meetings and communication of all pertinent technical information to members.
- Assist Executive Director with drafting grant applications.
- Development short-term and long-term planning for provincial development of grants.
- Responsible for accountability of monies spent, and reports done correctly.
- Responsible for updates and revisions of program manuals.
- Responsible for providing Teams/Coaches/Judges List for upcoming competitions.
- See specific duties in respective program manuals

EDUCATION & RECREATION PROGRAM DIRECTOR:

- Liaison with Gymnastics Canada.
- Responsible for organizing all NCCP coaching clinics in liaison with the Technical Director.
- Responsible for organizing the GNS Coach Symposium with the Technical Director as directed by the Board of Directors.
- Responsible for the organization and application process of the annual GNS Bursary.
- Assist Executive Director and Technical Director with drafting grant applications.

MEMBERS AT LARGE:

- See Appendix B

ARTICLE VIII – NOMINATIONS FOR OFFICE

A nominating committee shall be appointed by the Board of Directors and chaired by the Past- President or other person appointed as chairperson by the Board of Directors. The nominations for the slate of officers is to be circulated to the Active Members one month before the Annual General Meeting. The nominating committee shall mail a slate of nominees to the Active members fourteen (14) days before the Annual General Meeting of the Association. Nominations may be made as follows:

- a) as put forward by the nominating committee (does not require a seconder)
- b) from the floor by an Active member, at the Annual General Meeting with written acceptance or acceptance in person and

requiring a seconder.

- c) by letter from an Active member, containing a statement of acceptance by the nominee, to be in the hands of the Executive Director at least fourteen (14) days prior to the Annual General Meeting and requiring a seconder by letter or from the floor.

ARTICLE IX – AWARDS, RECOGNITIONS

Persons deserving recognition or awards for outstanding contribution to the sport and/or the Association may be nominated for special recognition and awards. The motion for such recognition may be submitted only to the Board of Directors. It is then voted upon without debate or discussion.

ARTICLE X – RULES AND REGULATIONS OF STANDING COMMITTEES

The Board of Directors shall be empowered to authorize the Association's standing committees to draw up rules and regulations for those committees. Upon ratification by the Association's Annual General Meeting, the standing committee's rules and regulations shall form part of the By-Laws of the Association and shall be binding upon its membership.