

BYLAWS OF
TAISO GYMNASTICS CLUB INC.
(amended October 2022)

TABLE OF CONTENTS

1. Definitions
2. Objectives
3. Fiscal Year
4. Membership
5. Meetings of Members
6. Directors
7. Financial Disclosure
8. Amendments to Bylaws
9. Liquidation and Dissolution

1. DEFINITIONS

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

- a. "Act" means The Non-profit Corporations Act, 1995, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
- b. "the corporation" means Taiso Gymnastics Club Inc.;
- c. "the directors", "board" and "board of directors" means the directors of the corporation for the time being;
- d. "the executive" means the directors consisting of President, Vice President (boys), Vice President (girls), Treasurer and Secretary;
- e. "family" shall include any child under the age of 18 who is registered as a fee-paying competitive or pre-competitive/developmental athlete at the premises of the corporation, their parents and siblings, together with any guardian or step-parent of such child.
- f. the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- g. all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- h. words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- i. "member" means a regular member or an associate member, as further defined in subsection 4(a).

2. OBJECTIVES

The objectives of the corporation are:

- a. The primary focus of Taiso is to promote the development of male gymnasts at a competitive and high performance level in Saskatoon, Saskatchewan and Canada. All other programs are secondary to the primary focus. Scheduling and operations shall reflect the primary focus.
- b. To provide for a high-level gymnastics facility for both boys and girls recreational programs, and for boy's, girl's and men's competitive gymnastics programs.

- c. To promote the development of the sport of gymnastics for all.
- d. Deviation from the primary focus as determined by a majority of executive board members will result in the dissolution of the club to be put in trust for the formation of a new men's gymnastics club.

3. FISCAL YEAR

The fiscal year of the corporation shall end on the 30th day of June in each year.

4. MEMBERSHIP

- a. The members of the corporation shall consist of regular members, honorary life members and associate members.
 - i. A regular member is a fee-paying competitive or pre-competitive/developmental athlete registered in any given year in good standing, or their family if they are under the age of 18, and is entitled to all privileges of membership including the right to vote at meetings of members. All families (as previously defined) who are regular members shall be limited to a total of one vote for the family.
 - ii. An associate member is entitled to all privileges of a regular member except the right to be elected as a director.
 - iii. An honorary life membership may be awarded by vote of the regular members at any meeting. An honorary life member is entitled to all privileges of regular membership including the right to vote at meetings of members, and shall continue their membership without payment of annual fees to the corporation.
- b. A resident of Canada who is at least 18 years of age, and is a participant or the parent or guardian of a person who is a participant in the competitive or pre-competitive/developmental programs offered by the corporation is eligible for admission to membership as a regular member.
- c. Any resident of Canada is eligible for admission to membership as an associate member upon application to and approval by the directors.

- d. Membership fees payable to the corporation shall be as established on an ongoing basis by the directors of the corporation.
- e. Any person who is eligible for admission to membership may, upon the prescribed fee, may be invited and admitted as a member by the Head Coach subject to final approval from the Board of Directors.
- f. Membership fees are not refundable.
- g. All members must sign the Taiso Code of Conduct, signing onto the terms and objectives of Taiso. Failure to sign the Code of Conduct will result in the withdrawal of membership.
- h. Membership involves the participation in Taiso functions (subject to the policies of the corporation as amended from time to time), including but not limited to;
 - i. AGM,
 - ii. Volunteer commitment,
 - iii. Cleaning and general maintenance of the club, and
 - iv. Power in the Prairies.

5. MEETINGS OF MEMBERS

- a. An annual meeting of members shall be held in the month of October in each year at a time and place to be fixed by the directors.
- b.
 - i. The president may call a special meeting of members at any time but shall do so upon the written request of at least 10% of the regular members.
 - ii. All business transacted at a special meeting of members or at an annual meeting of the members, other than consideration of financial statements and an auditor's report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
 - iii. No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
- c. Notice of the time and place of a meeting of members shall be prominently posted at the premises of the Corporation as well as emailed to members at the most current email address on record, not less than 15 days or more than 50 days before the meeting. Notice by email shall be deemed to have been served one day after it is sent by the corporation.

- d.
 - i. No regular member is entitled to more than one vote on any resolution, and no family having more than one representative at a meeting may have more than one vote on any resolution.
 - ii. Regular members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- e. Ten regular members personally present at the opening of a meeting shall constitute a quorum.
- f. The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

6. DIRECTORS

- a. The directors shall manage the activities and affairs of the corporation.
- b. The directors of the corporation shall consist of a Past-President, President, Vice President (Boys), Vice President (Girls), Secretary, Treasurer and one Member at Large, unless the Past-President elects not to serve their one-year term or their one-year term has expired and in that case there shall be two (2) Members at Large. In the case where there are two (2) Members at Large, at least one (1) will be from the MAG program. The positions of President, Vice President(s), Secretary and Treasurer shall constitute the Executive.

For greater clarity, Members at Large are directors of the corporation.

Directors shall be elected so that the views of each recognized participating group of the gymnastics programs offered by the corporation shall be reflected. The President and Treasurer must be drawn from the men's programme. The Vice-Presidents must be drawn from both the men's and girl's programs. Examples of such groups would be "national stream", "provincial stream", "JO" and "precompetitive ". Each such group should, if possible, provide directors for election.

- c. Directors shall be elected at the annual meeting.

- d. Directors hold office until the conclusion of the meeting at which their successors are elected.
- e. The term of office of a director shall be 1 year with the exception of the Executive positions, which shall be for 2 years.
- f. The Executive are solely responsible for setting any and all agenda items.
- g. Executive positions shall be elected each AGM according to the following:
 - i. Year I: President and Secretary
 - ii. Year II: Vice Presidents and Treasurer
- h. Failure to elect a complete Executive will result in:
 - i. Request for the previous recipient to continue to stand until a new Executive member can be elected, or,
 - ii. Delegation of duties amongst the remaining Executive, until a new Executive member can be elected, or,
 - iii. A special meeting to be held within a month of the AGM with the sole purpose of electing the Executive. Such meetings must be advertised to the membership not less than 15 days before the meeting or more than 50 days before the meeting.
- i. If an Executive position becomes vacant during the year the remaining Executive may:
 - i. Delegation of duties amongst the remaining Executive, until a new Executive member can be elected at the next AGM, or,
 - ii. Convene a special meeting with the sole purpose of electing the Executive. Such meetings must be advertised to the membership not less than 15 days or more than 50 days before the meeting.
- j. A maximum of one member of a family may be elected as a director
- k. nominations for open board positions will open for a minimum of 15 days prior to the AGM. If positions have no nominees then

nominations will be open during the AGM. Positions that have nominees will not be open for further nominations at the AGM. Nominations must be received in writing or email by the competitive director and forwarded to the board prior to the AGM. List of nominees will be sent to membership 24 hours prior to AGM. Nominations close three days before AGM.

1. Duties

President - The President shall be responsible for chairing meetings of the directors and the membership, providing direction to and over-seeing the activities of the board, annually formulate and present a budget for approval at the annual meeting, and shall interacting with the staff and management hired by the board.

Vice-President - The Vice-President shall be responsible for chairing any meetings which the President has been unable to attend. They shall assist the President with the duties of the President and shall oversee the members-at-large in the completion of duties which may be assigned. Where applicable the chair shall be alternated between the 2 Vice Presidents.

Treasurer - The Treasurer shall be responsible for and shall maintain financial records necessary to comply with the requirements of the accountant or auditor of the Corporation and the requirements of The Non-Profit Corporations Act. In addition, they shall render financial statements to the Directors and membership as required and provide the annual statement to the Annual General Meeting of the Corporation.

Secretary - The Secretary shall be responsible for keeping minutes of the meetings of the Corporation and Directors and provide such minutes to the directors and membership meetings. The Secretary shall handle all correspondence needs of the Corporation and its Directors and shall maintain all records of the Corporation with the exception of the financial records.

MEMBERS AT LARGE - shall serve in their capacity as directors. It is anticipated that additional duties shall be undertaken, in the following areas. Where not fulfilled by a Member at Large, these duties may be undertaken by volunteers who are not directors.:

ADMINISTRATION SUPPORT	FUNDRAISING
BINGO COORDINATOR	LOST AND FOUND
BUILDING AND EQUIPMENT	MEDIA
COMMUNICATION AND ADVERTISING	MEMBERSHIP
COMPETITIONS	NEWSLETTER
RECYCLING	VOLUNTEER COORDINATOR

7. FINANCIAL DISCLOSURE

- a. The directors shall place before the members at every annual meeting:
 - i. financial statements for the year ended not more than 4 months before the annual meeting;
 - ii. the report of the auditor, if any; and
 - iii. any further information respecting the financial affairs of the association.
- b. The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
- c. No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- d. The corporation shall, not more than 50 day and not less than 15 days before each annual meeting, send a copy of its financial statements and report of the auditor to each member and to the Director, Corporations Branch, Saskatchewan Justice.

8. AMENDMENTS TO BYLAWS

- a. The directors may, by resolution, make, amend, or repeal and bylaws that regulate the activities and affairs of the corporation.
- b. The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may, by special resolution, confirm, reject, or amend the bylaw, amendment or repeal. A special resolution means a majority of not less than two-thirds of the votes cast by the members who voted respecting that resolution or signed by all the members entitled to vote on that resolution.
- c. A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members.
- d. If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members.

9. LIQUIDATION AND DISSOLUTION

- a. In the event of Taiso being liquidated due to fiscal reasons the remaining property of the corporation shall be transferred to Gymnastics Saskatchewan.

- b. In the event of Taiso being dissolved due to deviation from its primary focus the property of the corporation shall be put in trust for the formation of a new men's gymnastics club.

10. SUSPENSION AND EXPULSION OF A MEMBER

- a. The Board may suspend or expel any Member from membership in the Corporation by a resolution passed by no less than (2/3) vote of the Board directors at a meeting of the Board for any one or more of the following grounds:
 - i. violating any provision of the articles, by-laws, or written policies of the Corporation;
 - ii. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - iii. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- b. No Member shall be expelled without being notified of the grounds for expulsion and without having an opportunity to be heard by the Board in response to the grounds for expulsion.
- c. The Board's decision shall be final and binding on the Member with immediate effect unless and until a contrary decision is rendered through the Dispute Resolution Policy.