



## **ILLUSIONS RHYTHMIC GYMNASTICS CLUB** **CONSTITUTION**

### **ARTICLE I - NAME**

The name of the Club shall be Illusions Rhythmic Gymnastics Club.

- a. Illusions Rhythmic Gymnastics Club will be herein referred to as the "Club" or "Illusions".
- b. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c. "Child" means a person who has not yet attained the age of majority in Nova Scotia.

### **ARTICLE II - PURPOSE AND AFFILIATION**

The Club is established as the governing and administrative body whose purpose is to provide an opportunity for the youth of Halifax to participate in the Nova Scotia Rhythmic Gymnastics Association (NSRGA) and its associated clubs' sanctioned activities and programs.

The Club is bound by the by-laws and rules of Gymnastics Canada (GC) and the Nova Scotia Rhythmic Gymnastics Association (NSRGA).

### **ARTICLE III - MEMBERSHIP CRITERIA**

The following may be admitted to membership in the Club:

- Any person who participates within the Club, in an athletic program and whose registration the Executive Committee has approved. Such approval is subject to the payment of fees established by the Executive Committee.
  - Also, included in the membership are coaches, judges and board members who do not participate in the athletic programs that are approved by the Executive Committee.
- a. For the purposes of registration, the number of members of the Club is unlimited.
  - b. Every member of the Club shall be entitled to:
    - Attend any ordinary or special annual general meeting of the Club.
    - Vote at any Annual General Meeting of the Club;
    - Hold any office; and
    - Attend any regular meeting of the Club.
  - c. Proxy voting: There shall be no proxy voting, except in the case of every child member who may be represented and vote at all such meetings of the Club, by a parent or guardian, of such child member. The parents or guardians of child members may hold any office.
  - d. Membership in the Club shall not be transferable.
  - e. No formal admission to membership shall be required. The entry in the Register of Members by the Secretary of the name and address of any person described in Article III above shall constitute an admission to membership in the Club.
  - f. Membership in the Club shall cease:



- Upon the death of a member or;
  - If, by notice of writing to the Club, she resigns membership, or;
  - If she ceases to qualify for membership in accordance with these by-laws, including the non-payment of fees; or
  - By a vote to rescind membership by a 2/3 majority of the members of the Executive Committee for any reason deemed sufficient by the Executive Committee.
- g. It shall be the duty of a member:
- To pay all membership fees levied by the Club, unless waived by the Executive Committee.
  - To observe the provisions of the Club's constitution and by-laws, and the rules and resultations of the gymnastic governing bodies of Gymnastics Nova Scotia or Nova Scotia Rhythmic Gymnastics Association (NSRGA); and Gymnastics Canada Gymnastiques (GCG), and the Federation Internationale de Gymnastique (FIG).
- h. Members shall have the right:
- To attend and participate in all meetings of the Club's general membership, in accordance with section 3.
  - To participate in all Club activities, share in the Club's enterprises, and enjoy all of the benefits arising from the Club membership.
  - To exercise their vote at the annual general meeting in accordance with the provisions of these by-laws, it being noted that while the child is actually "THE MEMBER" of the Club, due to age limitations, the voting rights may be exercised by a parent or guardian of the child, each child being entitled to one vote pursuant to section c.

#### **ARTICLE IV- FISCAL YEAR / FINANCIAL MANAGEMENT**

The fiscal year of the Club shall be the period from July 1<sup>st</sup> in any year to June 30<sup>th</sup> in the following year.

- a. The Club shall make a written report to the members as to the financial position of the Club and the report shall contain a balance sheet and operating account. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year will be prepared and signed by two (2) Directors, and shall be filed with the Registrar annually after the AGM in each year, as required by the Province of Nova Scotia.
- b. The financial management of the Club shall require that at all times there be at least three designated signing officers. The issuance of any cheque by the Club shall require signatures of at least two signing officers.

#### **ARTICLE V - ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS**

The Annual General Meeting (AGM) of the Club shall be held not later than two months after the end of each fiscal year of the Club, and before August 31<sup>st</sup>.

- a. A minimum of fourteen (14) days notice must be provided before any AGM. The notice shall consist of a posting upon the Club website and an electronic mail notice which shall be circulated to all members.
- b. A proposed agenda for the meeting will be included with the website notice along with appropriate logistical details including the date, time and venue location.



- c. Parliamentary rules of procedures (Robert's Rule of Order) will govern the AGM.
- d. At each AGM of the Club, the following items of business shall be dealt with and shall be deemed ordinary business:
  - Call to order by the President
  - Roll call of the members (circulate a sign-in sheet)
  - Minutes of the preceding AGM
  - Consideration of the annual reports of the Executive Committee
  - Consideration of the financial statements, including balance sheet and operating statement and the report, in any, of the auditors thereon;
  - Consideration of next fiscal year's budget and fee structure for membership programs;
  - Election of Executive Committee for the ensuing year.
  - New business
  - Adjournment
- e. All other business transacted at an Annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Club.
- f. No business shall be transacted at any meeting of the Club unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.
- g. If within one-half from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
- h. All meetings will be chaired as follows.
  - The President of the Club shall preside as Chairperson at every general meeting of the Club.
  - If there is no President or if at any meeting he/she is not present at the time of holding the same, the First vice-President shall preside as Chairperson, or if not present the Second Vice-President shall preside as Chairperson;
  - If there is no President or Vice-President or if any meeting neither the President nor the Vice-President is present at the holding of the meeting, the members present shall choose someone of their number to be Chairperson.
  - If at any AGM a majority of members present view the President as potentially in a conflict of interest on issues to be presented at the meeting, then the members present shall choose someone of their number to be Chairperson.
  - The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have the deciding vote.
  - The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
  - At any Annual General Meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried, an entry to that effect placed in the book of the proceedings of the Club shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.



- If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe. The result of such poll shall be deemed to be the resolution of the Club in general meeting.
- At an Annual General Meeting every member shall have one vote and no more. No proxy voting shall be permitted except as referred to in Article III.c hereof.

## **SPECIAL MEETINGS**

A special meeting of the Club may be called by the President or by a vote of the majority of the Executive Committee at any time, and shall be called by the Executive Committee if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of the Club.

- a. At least three days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given via electronic email to the membership and by making available a copy of such notice for pick-up by athletes in the gymnasium at least 3 days prior to any meeting.

## **ARTICLE VI- EXECUTIVE COMMITTEE**

The management of the activities of the Club shall be vested in the Executive Committee.

- a. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than twenty. The subscribers to the Memorandum of Association of the Club shall be the first directors of the Club. Upon election to the Executive Committee, a member shall become a director.
- b. Any member who has attained the age of majority and one parent or guardian of each child member shall be eligible to be elected to the Executive Committee.
- c. The Executive Committee shall be elected by the members at each annual general meeting of the Club, with the exception of the Past President, the Technical Director and coaching representatives. These latter positions shall be filled by appointment by the elected members of the Executive Committee.
- d. At the first Annual General Meeting of the Club and at every succeeding Annual General Meeting, the Executive Committee shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and members of the retiring Executive Committee shall be eligible for re-election.
- e. In the event that a member of the Executive Committee resigns office, the vacancy thereby created may be filled, for the unexpired portion of the term, from among the members of the Club by a majority vote of the Executive committee. In the event that all children of a member of the Executive Committee cease to be members of the Club, such member of the Executive Committee may continue to hold office to the end of the term for which he/she was elected, but voting privileges shall be limited to matters before the Executive Committee.
- f. An elected member of the executive committee shall not serve on the executive committee in a single elected position for more than four (4) years consecutively.
- g. Meetings of the Executive Committee shall be held as often as the business of the Club may require and shall be called by the Secretary. A meeting of the Executive Committee may be held at the close of every annual general meeting of the Club without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each member of the Executive Committee



- within a reasonable time before the meeting is to take place, but non-receipt of such notice by any member shall not invalidate the proceedings at any meeting of the Executive Committee.
- h. No business shall be transacted at any meeting of the Executive Committee unless at least a quorum, consisting of 3 or minimum 50 % of members, is present at the commencement of such business.
  - i. The President or, in his/her absence, the First Vice-President, or in the absence of all of them, any member appointed from among those present shall preside as Chairperson at meetings of the Executive Committee.
  - j. The Chairperson shall be entitled to vote and, in the case of any equality in votes, he/she shall have the deciding vote in addition to the vote to which he/she is entitled as a member of the Executive Committee. All other members are entitled to one vote as a member of the Executive Committee.
  - k. Notwithstanding the foregoing, the Executive Committee may from time to time appoint to the Executive Committee a non-member representative as a Community Advisor.
  - l. All members of the Executive Committee shall be voting members on all issues subject only to the limitation that no member of the Executive Committee shall be entitled to vote on any issue on which the member might be in conflict. Under normal circumstances the president shall only exercise his or her vote in the event of a tie.
  - m. In the event there is a complaint made to a member of the Executive Committee about the conduct of any member of the Executive Committee the subject member of the complaint shall have to absent themselves from the discussions and voting.

## **ARTICLE VII- POWERS OF THE EXECUTIVE COMMITTEE**

The management of the activities of the Club shall be vested in the Executive Committee. In addition to the powers and authorities vested by this Constitution, the Executive Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised or done by the Club in general meeting. In particular, the Executive Committee shall have power to engage such coaching staff and office administration staff as deemed necessary and to determine their duties and remuneration.

- a. The Executive Committee may consist of the possible following positions:
  - **Staff Members:**
    - Technical Director (*Ex officio*)
    - Other staff members (*Ex officio*)
  - **Club Members:**
    - Immediate Past President;
    - President;
    - Vice- President Competitive;
    - Vice-President Recreational;
    - Vice- President Finance;
    - Secretary;
- b. The Executive Committee may appoint by a majority vote, a number of coordinators or chairpersons to lead and oversee various standing committees. The appointed chairperson may, at the discretion of the Executive Committee, attend Executive Committee meetings, but shall not have a vote. Coordinators



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

- c. The following may be considered as standing committees of the Club:
  - Nominating;
  - Registration/ Administration;
  - Equipment /Special Projects;
  - Fundraising and Sponsorship;
  - Communications and Social Media; and
  - Special Events/ Meets; and
  - Discipline
- d. The following members may be designated as signing officers for the Club:
  - President;
  - Vice- President Competitive;
  - Vice-President Recreational;
  - Vice- President Finance;
  - Technical Director; and
  - Secretary.
- e. Persons with designated signing authority are not authorized to sign cheques with themselves, or a direct family member, as the payee.

## **ARTICLE VIII- DUTIES OF THE EXECUTIVE COMMITTEE**

The duties of each member of the Executive Committee shall be determined by the Executive Committee having regard to the number of members comprising the Executive Committee during any given year. As a guiding outline, it is expected that:

- a. THE PRESIDENT shall:  
Preside over all Executive Committee meetings; and assume responsibility of the total program.
- b. THE VICE-PRESIDENT COMPETITIVE shall:  
Assume the President's duties in his or her absence; and act in an advisory capacity to the Executive Committee; and oversee the running of the competitive programs of the Club.
- c. THE VICE-PRESIDENT RECREATION shall:  
Assume the President's duties in his or her absence; and act in an advisory capacity to the Executive Committee; and oversee the running of the recreational programs of the Club.
- d. THE VICE-PRESIDENT FINANCE shall:  
Conduct the finances of the Club; and present financial reports at Executive Meetings.
- e. THE SECRETARY shall:  
Keep the minutes of all Executive Committee meetings; and see that all notices are duly given in accordance with the provision of the Constitution of the Club, and be responsible for the constitution and amendments to articles of the Constitution.
- f. THE TECHNICAL DIRECTOR (*ex officio*) shall:



Act in an advisory capacity to the Executive Committee; and oversee the management, operation and administration of the programs and development of the athletes and coaches.

- g. New Committees may be struck at any time by the Executive Committee, which shall appoint the Chairperson of such Committee, and any such committee may become a Standing Committee by having the Chairperson elected at the next following Annual General Meeting or Regular General Meeting. The chair of any committee or Standing Committee will have a vote at Regular General Meetings.

## **ARTICLE IX- REPEAL AND AMENDMENT OF ARTICLES**

The Club has power to repeal or amend any of these articles contained in the Constitution by a resolution passed in the manner prescribed by law, and in any event by a resolution at an annual general meeting, or special meeting to address constitutional repeal and/or amendment, passed by  $\frac{3}{4}$  of the members present, providing that notice of the proposed amendment was given with the notice of meeting.

## **ARTICLE X- SUPPLEMENTARY POLICIES**

The Executive of the Club shall develop supplementary policies or guidelines to aid in the operation and administration of the Club and association teams. These supplementary policies or guidelines will be placed on the Club website. Supplementary policies/guidelines can be developed for the following:

- a. Code of conduct – Athletes, parents and coaches
- b. Staffing / Coach selection policies and job descriptions
- c. Fundraising and sponsorship guidelines
- d. Logo and colour usage policies
- e. Team selection and Competition policy
- f. Medical and first aid policies
- g. Gymnasium allotment and equipment policy
- h. Hosting Provincial Championship and Atlantic Championships competitions
- i. Other

## **ARTICLE XI- MISCELLANEOUS**

- a. The Club shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointments or election, and within fourteen (14) days of a change of directors, notify the Registrar of the change.
- b. The Club shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.
- c. The seal of the Club shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive Committee.
- d. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Club and of the Executive Committee shall be the responsibility of the Secretary.



- e. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Club by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Executive Committee or this constitution.
- f. The borrowing powers of the Club may be exercised by special resolution of the members.