



BY-LAWS

GYMNASTICS CANADA

REVISED: AUGUST 26, 2026

CANADIAN GYMNASTICS FEDERATION

LA FÉDÉRATION CANADIENNE DE GYMNASTIQUE

BY-LAWS

AUGUST 26, 2026

GENERAL

1. **Purpose** – These by-laws relate to the general conduct of the affairs of the Canadian Gymnastics Federation, a Canadian not-for-profit corporation.
2. **Definitions** – The following terms have these meanings in these by-laws:

Act – the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

AGM – an Annual General Meeting of Members as described in Article 17;

Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

Athlete Committee – the current GymCan Senior National Team;

Athlete Representative – the Athlete Representative is a full Director of the Corporation and is an individual selected in accordance with Article 39, who must: (i) be either an active member of a GymCan Senior National Team or have been a GymCan Senior National Team member for a minimum period of 2 years within the past 8 years; (ii) be a Registered Participant in good standing with the Corporation and, if applicable, the relevant Member; and (iii) not be subject to any current disciplinary suspension, sanction, or investigation by the Corporation, a Member, or any applicable sport governing, safe sport, disciplinary or integrity body, and not have been found to have committed a disciplinary, conduct, safe sport, or integrity-related offence that, in the determination of the Nominating Committee, would reasonably be expected to impair such individual's ability to serve as a Director;



Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at an AGM to audit the books, accounts, and records of the Corporation for a report to the Members at the next AGM;

Board – the Board of Directors of the Corporation;

Corporation – the Canadian Gymnastics Federation / Fédération canadienne de gymnastique also known as GymCan;

Days – calendar days, including weekends and statutory holidays;

Delegate – a person designated by a Member to exercise the Member’s vote at a meeting of Members;

Director – an individual elected or appointed to serve on the Board pursuant to these by-laws;

FIG – the Fédération Internationale de Gymnastique, the international governing body recognized by the International Olympic Committee (IOC) for the sport of gymnastics. Also known under its brand World Gymnastics™;

Fundamental Changes – corporate changes that are designated by the Act to be “fundamental changes”;

Independent - with respect to a Director, means that such Director: (i) has no fiduciary obligation to any other entity or organization involved in gymnastics (including, but not limited to, a gymnastics club, a Member or a PTSO) at the national or provincial level; (ii) receives no direct or indirect material benefit from any such entity; and (iii) is free from any conflict of interest of a financial, personal or representational nature with respect to such Director’s directorship, provided that a Director who would not be considered Independent will be considered to be Independent once such Director has resigned from or terminated the circumstance that gives rise to such non-Independence. For greater certainty: (a) any individual who is a director of a Member organization is deemed to be not Independent; and (b) participation in the sport of gymnastics as a Registered Participant alone shall not cause a Director to be not Independent.

Member – an organization admitted as a member of the Corporation in accordance with these by-laws, including provincial and territorial sport organizations (**PTSOs**);

Officer – an individual appointed to serve as an officer of the Corporation pursuant to these by-laws;

Ordinary Resolution – a resolution passed by a majority of more than one half (1/2) of the votes cast on that resolution;

PAGU – the Pan American Gymnastics Union;

Proposal – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;



Registered Participant – those individuals who are engaged in activities that are provided, sponsored, supported, sanctioned, or recognized by the Corporation or its Members. Registered participants include recreational and competitive gymnasts, members of national teams in all disciplines, coaches, judges, administrators, individuals recognized previously by the Corporation as ‘life members’, gymnastics clubs and volunteers who serve on executives, committees and boards of directors. In all cases, such individuals must be registered with a gymnastics club, a provincial or territorial gymnastics organization, or the Corporation. Registered Participants may pay a program or license fee for services rendered, but are not Members of the Corporation; and

Special Resolution – a resolution passed by a majority of more than two-thirds (2/3) of the votes cast on that resolution.

3. **Registered Office** – The registered office of the Corporation will be located at such address as the Board may determine. The Board may establish such other offices as the affairs of the Corporation may require. The Board may establish such other offices as the affairs of the Corporation may require.
4. **No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.
5. **Ruling on By-laws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes, mission, vision, and values of the Corporation.
6. **Conduct of Meetings** – Unless otherwise specified in the Act or these by-laws, meetings of Members and meetings of the Board (not including meetings of committees thereof) will be conducted according to *Robert’s Rules of Order* (current edition).
7. **Interpretation** – Words importing the singular will include the plural and vice-versa, words importing the masculine will include the feminine and vice-versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

MEMBERSHIP

MEMBERSHIP CATEGORIES

8. **Categories** – The Corporation has one class of Members, made up of each organization that is recognized by the Corporation as the sole governing body for gymnastics in a province or territory of Canada.

ADMISSION OF MEMBERS

9. **Admission of members** – An organization will be admitted as a Member if:



- (a) The organization makes an application for membership in a manner prescribed by the Corporation;
- (b) The organization agrees to abide by the Corporation's by-laws, policies, procedures, rules, and regulations;
- (c) The organization provides a statement of its Registered Participants as of August 31st of each year, in such detail as the Corporation may direct;
- (d) The organization provides a statement of the names and addresses of its directors and officers; and
- (e) The organization has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board.

TRANSFER OF MEMBERSHIP

10. **Transfer** – Membership in the Corporation is not transferable.

MEMBERSHIP DUES

11. **Dues** – Membership dues will be determined by the Board, and will take effect upon ratification by an Ordinary Resolution of the Members at an AGM.
12. **Deadline** – Members will be notified in writing of the membership dues at any time payable by them, and if a Member fails to pay its membership fees in full when due or otherwise fails to abide by the Corporation's by-laws and the policies, procedures, rules, and regulations, the Board may in its discretion and subject to such terms and conditions as it deems appropriate:
- (i) suspend the voting or such other privileges of such Member; or
 - (ii) impose such further or other penalty, including fines, as the Board may determine.

WITHDRAWAL AND TERMINATION OF MEMBERSHIP

13. **Withdrawal and Termination** – Membership in the Corporation is terminated when:
- (a) The Member is liquidated or dissolves or otherwise ceases to exist;
 - (b) The Member fails to maintain the qualifications or conditions of membership described in Article 9;
 - (c) Subject to Article 14, the Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;



- (d) The Member fails to pay membership dues, fees, or other monies owed to the Corporation by the deadline dates prescribed by the Corporation and the Board elects to terminate such Member's membership in the Corporation;
 - (e) The Corporation is liquidated or dissolved under the Act.
14. **May Not Resign** – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.
15. **Discipline** – A Member may be disciplined, suspended, or expelled from the Corporation by the Board in accordance with the Board's Policy on this subject, provided that the Member is given an opportunity to address the Board before such a decision is made. Such Member will also have recourse to an appeal to the Members at a meeting of Members.

MEETING OF MEMBERS

16. **Types of Meetings** – Meetings of Members will include annual meetings and special meetings.
17. **Annual Meeting** – The annual general meeting of the Members ("AGM") shall be called by the Chair at a location, time and with notice pursuant to these by-laws. At every AGM, in addition to any other business that may be transacted, the financial statements and the report of the Auditor shall be presented.
18. **Special Meeting** – A special meeting of the Members may be called at any time by the Board or upon the written requisition of Members who hold five (5%) percent of the votes of the Corporation. The agenda of a special meeting will be limited to the subject matter for which the meeting was duly called.
19. **Location and Date** – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. An AGM will be held within fifteen months of the last AGM but not later than six (6) months after the end of each fiscal year of the Corporation.
20. **Meetings by Electronic Means** – A meeting of Members may be held entirely by means of telephone, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
21. **Participation in Meetings by Electronic Means** – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
22. **Notice** – Notice of a meeting of Members will include the time and place of the meeting, the proposed agenda for the meeting, reasonable information to permit Members to make informed decisions at the meeting, and will be given to each Member entitled to vote at the meeting, the Auditor, and the Board, by the following means:
- (a) By mail, courier, or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
 - (b) By telephone, electronic, or other communication facility to each Member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or



- (c) By posting on the Corporation's website not less than 30 days prior to the date of the meeting.
23. **Change in Notice Requirements** – Pursuant to those provisions of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendment to these by-laws to change the manner of giving notice to Members entitled to vote at a meeting of Members.
24. **Persons Entitled to Attend** – All Members, Directors, Officers, Registered Participants and the Auditor of the Corporation and such other persons who are required under any provision of the Act, Articles, or by-laws of the Corporation to attend, are entitled to be present at any meeting of Members.
25. **Closed Meetings** – Notwithstanding the above, meetings of Members will be closed to the public, but any person may be admitted at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members.
26. **Adjournment** – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
27. **Agenda** – The agenda for each annual meeting of Members will include:
- (a) Call to Order;
 - (b) Establishment of Quorum;
 - (c) Appointment of Scrutineers;
 - (d) Approval of the Agenda;
 - (e) Adoption of Minutes of the previous Meeting;
 - (f) Board, Committee and Staff Reports;
 - (g) Report of Auditors;
 - (h) Appointment of Auditors;
 - (i) Ratification of any By-Law changes
 - (j) Report of the Nominating Committee;
 - (k) Business as specified in the meeting notice;
 - (l) Election of Directors; and
 - (m) Adjournment.
28. **New Business** – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least 60 days prior to the meeting date.
29. **Quorum** – Six (6) Members present, as represented by their Delegates, will constitute a quorum for the purpose of meetings of Members.

VOTING AT MEETINGS OF MEMBERS

30. **Equity in Voting:** GymCan values the contribution and input of all Members and recognizes that different sized provinces and territories have varying needs. Therefore, it is important that every province and territory have voting privileges. As a result, approximately one-third of the total available votes (subject to rounding) will be allocated as “Base Votes” equally across provincial and territorial associations with Member voting rights.



The formula to calculate the number of these Base Votes is as follows:

- Provided there are at least 246,000 total Registered Participants, every Member with voting rights receives 11 Base Votes;
- For every 24,000 Registered Participants over and above 246,000, one additional Base Vote is added per Member; and
- No rounding is applied to the calculation of the Base Votes.

The following chart illustrates how the Base Votes are calculated under this formula:

Total registered participants in the Corporation	Base votes per member	Total base votes
246,000-269,999	11	132
270,000-293,999	12	144
294,000-317,999	13	156
318,000-341,999	14	168
342,000-365,999	15	180
366,000-389,999	16	192
390,000-413,999	17	204

31. **Weighted voting:** in addition to the equitable allocation of Base Votes as set out in Article 30, each voting Member will receive additional votes based on the number of Registered Participants they register as of August 31st prior to the AGM. Subject to rounding, these additional votes comprise the other two-thirds of the total votes at meetings of Members.

The formula to calculate the number of these additional weighted votes is as follows:

- Each Member will receive 1 additional vote for every 1,000 Registered Participants they have registered.
 - Rounding applies to this calculation: for the purpose of calculating a Member's allocation of weighted votes, if their total Registered Participants ends in 500 or more it is rounded up to the next 1,000, whereas if it ends in 499 or less it is rounded down to the previous 1,000.
 - For example, if Member A has 22,600 Registered Participants, they are allocated 23 weighted votes, whereas if Member B has 22,400 Registered Participants, they are allocated 22 weighted votes.
32. **Delegates** – Members will notify the Corporation in writing of their Delegate for voting purposes at least seven days prior to the applicable meeting of Members. Delegates must be at least eighteen years of age and a Registered Participant of the Corporation.
33. **Proxy Voting** – Members may vote by proxy if:
- (a) The Member notified the Corporation in writing seven days prior to the applicable meeting of the Members of the appointment of a proxy holder;
 - (b) The proxy holder is a Delegate of another Member;
 - (c) The proxy is received by the Corporation prior to the start of the meeting of Members;
 - (d) The proxy clearly states the date of the specific meeting of Members; and
 - (e) The proxy clearly states to whom the proxy is given.



34. **Maximum Number of Proxies** – No Delegate may hold more than 1 proxy.
35. **Scrutineers** – At the beginning of each meeting of Members, the Members in attendance will appoint one or more scrutineers who will be responsible for ensuring that votes are properly allocated, cast, and counted.
36. **Determination of Votes** – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
37. **Majority of Votes** – Except as otherwise provided in the Act or these by-laws, the majority of votes and proxy votes cast will decide each issue. In the case of a tie, the issue is defeated.

GOVERNANCE

COMPOSITION OF THE BOARD

38. **Directors** – The Board will consist of nine (9) to twelve (12) Directors, provided that no member of the Corporation's staff, management or executive team, as determined by the Nominating Committee, shall be able to be a Director. Subject to the approval of the Nominating Committee of the candidates within that Committee's Terms of Reference:
 - (a) Up to 10 of the Directors are to be elected by the Members at the AGM when their term is up;
 - (b) One of the Directors should be an Athlete Representative as described in Article 39; and
 - (c) One of the Directors should be an individual appointed for a (renewable) one year term by the incumbent Board at any time after the AGM.
39. **Athlete Representative**
 - (a) The **Athlete Committee** shall oversee the selection process for the Athlete Representative.
 - (b) Members of the GymCan Senior National Team shall collectively vote to nominate the Athlete Representative.
 - (c) The voting process for the Athlete Representative nomination shall occur in advance of the AGM.
 - (d) The Athlete Representative nominee shall be submitted to the Nominating Committee for approval at least 60 days before the AGM.
 - (e) The Athletes Committee may change its representative in accordance with its Terms of Reference.
40. **Independence** – Notwithstanding anything to the contrary herein contained, a maximum of two (2) Directors who do not meet the qualifications for being Independent can be on the Board. Non-independent Directors cannot be Officers of either a Member or the Corporation. The Nominating Committee shall be responsible for determining whether a Director or prospective director is Independent for the purposes of these by-laws.



ELIGIBILITY OF DIRECTORS

41. **Eligibility** – Any individual, who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who fulfills the requirements of the *Income Tax Act* in relation to serving as a Director with a registered charity, may be elected or appointed as a Director. Notwithstanding the foregoing, no employee of the Corporation (including the Chief Executive Officer), and no officer or employee of a Member, shall be eligible for election or appointment as a Director.
42. **Nomination** – Any nomination of an individual for election as a Director will:
- (a) Include the written consent of the nominee by signed or electronic signature on the “Nomination Form” that “I consent to let my name stand for election as a Director of the Canadian Gymnastics Federation Board of Directors. I am aware that if elected, I will be required to resign any employed position that I may hold with a Member”;
 - (b) Comply with the procedures established by the Nominating Committee; and
 - (c) Be submitted to the registered office of the Corporation thirty (30) days prior to the AGM. This timeline may be altered by Ordinary Resolution of the Board.

ELECTION OF DIRECTORS

43. **Election** – The election of Directors will take place at each AGM.
- (a) The Nominating Committee shall work towards putting forward candidates who, if elected, provide the range of diversity set out in the Committee’s Terms of Reference. In particular, it shall make best efforts to ensure that no more than 60% of the Board (i.e. 7 out of 12 Directors) shall be of the same gender identity.
 - (b) The Board shall ensure that Directors’ terms are staggered such that, as nearly as possible, an equal number of Directors’ terms expire each year.
44. **Terms** – With the exception of the Director appointed for a one-year term pursuant to Article 38(c), all Directors will hold office for a term of three (3) years or until their successors have been duly elected in accordance with these by-laws or until they resign, are removed from or vacate their office. Directors must not remain Directors for more than a total of nine (9) years, provided that, notwithstanding the foregoing, the sitting Chair may serve for one additional three (3) year term for a total term as a Director of up to twelve (12). Any period served by a Director to fill a vacancy shall not be counted toward the maximum number of total years.
- (a) In special circumstances – for example when the Corporation is transitioning to the application of these bylaws – it may be appropriate, on the recommendation of the Nominating Committee, to adjust Director terms in order to ensure that there is an approximately equal number of Directors up for election each year. This provision does not change the maximum terms set out in this section.



SUSPENSION, RESIGNATION, AND REMOVAL OF DIRECTORS

45. **Resignation** – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is received by the Board or such later date as may be specified in such notice. If a Director, who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
46. **Vacate Office** – The office of any Director will be vacated automatically if the Director:
- (a) Becomes disqualified pursuant to the Act;
 - (b) Has been convicted of, or has entered a plea of guilty or no contest to:
 - (c) an offence involving fraud, theft, dishonesty, breach of trust, financial misconduct, corruption, harassment, discrimination, violence, abuse, sexual misconduct, exploitation of a vulnerable person, or any similar conduct; or
 - (d) any other criminal or quasi-criminal offence that, in the reasonable opinion of the Board, is incompatible with service as a Director of the Corporation or would reasonably be expected to bring the Corporation into disrepute; or
 - (e) Dies.
47. **Removal** – A Director may be removed by Ordinary Resolution of the Members at an annual meeting or special meeting of Members, provided such Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

FILLING A VACANCY ON THE BOARD

48. **Vacancy** – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next AGM. Any period served by a Director appointed to fill a vacancy shall not be counted toward the maximum number of consecutive terms set forth in Article 44.
49. **Remuneration** – Directors will serve as such without remuneration and Directors will not directly or indirectly receive any profit from their positions as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties (i) in accordance with a travel policy approved by the Board, or (ii) upon the approval of the Chair and the Chief Executive Officer or, in respect of the expenses incurred by the Chair, the approval of the Chief Executive Officer and the chair of the Audit and Finance Committee.



MEETINGS

50. **Call of Meeting** – Meetings of the Board will be held any time and place as determined by the Board.
51. **Notice** – Notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
52. **Number of Meetings** – The members of the Board will meet as often as considered necessary, but in no case shall the Board meet less than 6 times annually.
53. **Quorum** – At any meeting of the Board, quorum will consist of a majority of the Directors.
54. **Voting** – Each Director, in attendance or participating, is entitled to one vote at a meeting of Directors. Voting will be by a show of hands, orally, or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the resolution will fail.
55. **Meetings** – Meetings of the Board will generally be closed to non-directors except by invitation of the Board. The Board may invite any individual to attend all or a portion of a meeting of the Board where the Board determines that such attendance would assist the Board in conducting its business or carrying out its responsibilities. Any such invitee may participate in discussions at the invitation of the Chair but shall not be entitled to vote and shall not be counted for purposes of quorum.
56. **Meetings by Teleconference or Other Electronic Means** – The Directors may meet by teleconference or other electronic means that permit each Director to communicate adequately with each other provided that:
- (a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum, and for recording votes;
 - (b) Each Director has reasonable access to the specific means of communications to be used; and
 - (c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
57. **Meetings by Telephone** – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

POWERS OF THE BOARD

58. **Powers** – Except as otherwise provided in the Act or these by-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions. More specifically, the Board will:
- (a) Approve the vision, mission, values, and strategic direction of the Corporation;
 - (b) Approve policies and procedures applicable to the governance of the Corporation;
 - (c) Provide continuity for the Corporation by ensuring its financial health;



- (d) Engage under employment contract a senior staff person (Chief Executive Officer) to manage and oversee the operations of the Corporation;
 - (e) Retain or engage by Ordinary Resolution, at the expense of the Corporation, such external professional advisors as the Board considers necessary;
 - (f) Identify risks relating to the Corporation and, on an annual basis, measure the
 - (g) Corporation's risk management and internal control systems;
 - (h) Ensure positive relationships with Members and stakeholders;
 - (i) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these by-laws; and
 - (j) Perform any other duties from time to time as may be in the best interests of the Corporation.
59. **Limits** – The Corporation employs a model of governance that separates governance and management and operational functions. The Board delegates to the Chief Executive Officer the responsibility to manage the day-to-day operations of the Corporation in accordance with Board policies and direction, and subject to any limits established by the Board.
60. **Liaising with Management** – No Director shall directly liaise with management of the Corporation, other than the Chief Executive Officer, concerning the affairs of the Corporation or assume operational responsibilities in respect of the Corporation without the prior joint approval of the Board and the Chief Executive Officer. Without limiting the foregoing, the chair of any Board Committee may, upon notification of the CEO, liaise with the manager whose role corresponds to the responsibilities of that Committee, strictly for informational and communication purposes, while ensuring that operational direction or interference is not embedded within such liaison.

OFFICERS

61. **Composition**
- (a) The Board shall appoint, from time to time in the best interests of the Corporation, a Chief Executive Officer. No Director shall be appointed as the Chief Executive Officer (including on an interim basis) during their terms as a Director and for a period of twelve (12) months thereafter.
 - (b) After each AGM the Board shall elect or confirm the Offices of Chair, Vice-Chair, Secretary and Treasurer. Each such Officer shall be an Independent Director. Each such Officer shall need re-election to their Office after the renewal of their term as a Director, provided that they have not yet served their maximum term in that office (Article 62).
62. **Term of Office** – An Officer shall hold office until the earlier of: (i) the Officer's successor being appointed; (ii) the Officer's resignation; (iii) such Officer ceasing to be a Director; (iv) such Officer being removed by the Board; (v) such Officer's death; or (vi) such Officer being declared incapable. No Director shall hold any one Officer position for more than a total of three (3) years. For greater clarity, this provision does not prevent the same Director being elected to a different Office after 3 years.
63. **Duties** – Until the Board, subject to the Act, varies, adds to, or limits the powers and duties of any Officer, the powers and duties of Officers are as follows:



The **Chair** will be the chief representative of the Corporation, will preside at all meetings of the Corporation, will be responsible for the operation of the Board, will exercise such other powers as conferred upon him or her by the by-Laws, and perform such other duties as may from time to time be prescribed by the Board. The Chair with the assistance of the Governance Committee shall be responsible for overseeing an annual Board review process. For international purposes, the Chair may also use the title “President”. The Chair may designate a Director to serve as the Corporation’s “International Representative”, if necessary.

The **Chief Executive Officer** – Will be the Chief Executive Officer and the Chief Administrative Officer of the Corporation and will be responsible for the management and supervision of the affairs and operations of the Corporation.

The **Vice-Chair** will be vested with all the powers and will perform the duties of the Chair in the absence, inability, or refusal to act of the Chair, and will perform such other duties as may from time to time be prescribed by the Board.

The **Secretary** will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. They will give, or cause to be given, notices of all meetings of the Members and of the Board. They will certify all documents of the Corporation which require certification. In addition, they will perform such other duties as may from time to time be prescribed by the Board.

The **Treasurer** will be the chair of the board’s Audit & Finance Committee and will be responsible for ensuring the Corporation keeps proper accounting records as required by the Act; when required will provide the Board with an account of the financial position of the Corporation; and will perform other such duties as may from time to time be established by the Board.

64. **FIG and PAGU Executive Members** - Any Canadian who is a member of the Executive of the Fédération Internationale de Gymnastique (FIG) or the Pan American Gymnastics Union (PAGU) may be recognized by the Board as an honorary Officer of the Corporation. Such recognition is honorary in nature, and such individual is not a Director and has no powers as an Officer.
65. **Vacancy** – Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy.
66. **Remuneration** – The Chair, Vice-Chair, Secretary and Treasurer will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that they may be paid reasonable expenses incurred by them in the performance of their duties. The remuneration of the Chief Executive Officer shall be determined by the Board.

COMMITTEES

67. **Board Committees** – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of such committees, may prescribe the duties of such committees, and may delegate to any such committee preliminary



responsibility for any of its duties and functions except where prohibited by the Act or these by-laws. In performing their roles, Committees shall make recommendations to the Board, and the Board retains final decision-making authority.

The Board shall establish and maintain, at a minimum, the following committees in accordance with the Canadian Sport Governance Code:

- (a) an Audit and Finance Committee;
- (b) a Governance and Ethics Committee; and
- (c) a Nominating Committee.

The Board may establish such additional committees as it considers appropriate. Committees shall be chaired by a Director and may include individuals who are not Directors. All Directors shall serve on at least one committee of the Board for annual terms. The Chair may attend meetings of any Committee of the Board.

- 68. **Quorum** – A quorum for any Board committee will be a majority of its voting members.
- 69. **Terms of Reference** – The Board will establish the Terms of Reference and operating procedures for all Board committees.
- 70. **Vacancy** – When a vacancy occurs on any Board committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.
- 71. **Removal** – The Board may remove any member of any Board committee.
- 72. **Operational Committees** – The Chief Executive Officer may appoint such operational committees as they deem necessary for managing the Corporation's operations, and may prescribe the terms of reference and operating procedures for all such operational committees. Operational committees will report to the Chief Executive Officer.

CONFLICT OF INTEREST

- 73. **Conflict of Interest** – In accordance with Section 141 of the Act, a Director, Officer, or member of a committee of the Board who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

FINANCE AND MANAGEMENT

- 74. **Fiscal Year** – The fiscal year of the Corporation will be April 1st to March 31st, or such other period as the Board may determine.



75. **Bank** – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
76. **Auditor** – At each AGM, the Members will appoint an Auditor to audit the books, accounts, and records of the Corporation in accordance with the Act. The Auditor will hold office until the next AGM. The Auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.
77. **Annual Financial Statements** - The Corporation will send to the Members a copy of the annual financial statements and other documents as prescribed in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
78. **Books and Records** – The necessary books and records of the Corporation required by these by-laws or by applicable law, will be properly kept. Minutes of meetings of the Board and records of the Corporation will not be available to the Members but will be available to the Board, each of whom will receive a copy of such minutes. All other books and records of the Corporation shall be made available for viewing at the registered office of the Corporation, in accordance with the Act, upon reasonable written request by a Member.
79. **Signing Authority** – The Chief Executive Officer will have authority to sign for, and on behalf of the Corporation, all contracts in writing. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. Any contracts so signed will be binding upon the Corporation without any further authorization or formality.
80. **Property** – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
81. **Borrowing** - The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.
82. **Fundraising** – The Directors shall, subject to the Corporation’s contractual and other legal obligations, take such steps as they may deem necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objectives of the Corporation.

AMENDMENT OF BY-LAWS

83. **Directors Voting** – Except for the items constituting Fundamental Changes, these by-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board.
84. **Ratification** - The Directors will submit the by-law, amendment, or repeal to the members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject, or amend the by-laws. The by-law, amendment, or repeal is effective from the date of the resolution of the Directors. If the by-law, amendment, or repeal is confirmed, or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.



85. **Notice in Writing** – Notice of proposed amendments to these by-laws will be provided to Members at least 28 days prior to the date of the meeting of the Members at which the amendments are to be considered.

FUNDAMENTAL CHANGES

86. **Fundamental Changes** – In accordance with the Act, a Special Resolution of Members is required in order to make the following changes to these by-laws or the Articles of the Corporation:
- (a) Change the Corporation's name;
 - (b) Change the province in which the Corporation's registered office is situated;
 - (c) Add, change, or remove any restriction on the activities that the Corporation may carry on;
 - (d) Create a new class, or group of Members;
 - (e) Change a condition required for being a Member;
 - (f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
 - (g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - (h) Add, change, or remove a provision respecting the transfer of a membership;
 - (i) Subject to Section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of Directors fixed by the Articles;
 - (j) Change the statement of the purpose of the Corporation;
 - (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - (l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - (m) Change the method of voting by Members not in attendance at a meeting of Members; or
 - (n) Add, change, or remove any other provision that is permitted by the Act to be set out in the Articles.

NOTICE

87. **Written Notice** – In these by-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Corporation, Director, Member, or individual as the case may be.
88. **Date of Notice** – Date of notice is deemed to be:
- (a) where notice is provided by courier or personal delivery, the date on which delivery is confirmed;
 - (b) where notice is provided by mail, five (5) days after the postmarked date;
 - (c) where notice is provided by telephone, electronic, or other communication facility, the date on which the notice is sent;



- (d) where notice is provided by posting on the Corporation's website, the day on which the notice is posted.
89. **Error in Notice** – The accidental omission to give notice to any Member, Director, Officer, member of a committee or Auditor, the non-receipt of any notice by any such person, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

DISSOLUTION

90. **Dissolution** – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed in accordance with the Act.

INDEMNIFICATION

91. **Indemnification** – Subject to the provisions of these by-laws and the Act, the Corporation will indemnify, and hold harmless out of the funds of the Corporation, each Director and Officer, their heirs, executors, and administrators from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer, except that the Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.
92. **Insurance** – The Corporation will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board.

ADOPTION OF THESE BY-LAWS

93. **Adoption by Board** – These by-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on August 10, 2026.
94. **Ratification** – These by-laws are ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on October 3, 2026.
95. **Repeal of Prior By-laws** – In ratifying these by-laws, the Members of the Corporation repeal all prior by-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.

