

MANITOBA GYMNASTICS ASSOCIATION

BY-LAWS

REVISED JUNE 21, 2023
ANNUAL GENERAL MEETING

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A by-law relating generally to the regulation of the business and affairs of the MANITOBA GYMNASTICS ASSOCIATION INCORPORATED, the not-for-profit governing body of gymnastics in Manitoba.

Manitoba Gymnastics Association Incorporated located at:

145 Pacific Avenue
Winnipeg Manitoba
R3B 2Z6

BE IT AND IT IS HEREBY ENACTED as a by-law of the MANITOBA GYMNASTICS ASSOCIATION INCORPORATED (hereinafter referred to as the "Corporation" or "MGA") as follows:

INTERPRETATION

1. This By-Law repeals all previous By-Laws of the Corporation.

2. These By-laws relate to the general conduct of the affairs of the Organization, a corporation without share capital incorporated under the *Manitoba Corporations Act*.

3. In this By-law and all other By-laws of the Corporation unless the context otherwise specifies or requires:

   (a) "Act" means The Corporations Act, R.S.M. 1987, c.40 C.C.S.M. c.225, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

   (b) "by-law" means any by-law of the Corporation from time to time in force and effect;

   (c) "member" or "members" shall mean all of the categories of membership as set out in paragraph 37 herein, or an individual / individuals from any one of them;

   (d) "Men's Technical Committee", "Women's Technical Committee" and the "Trampoline and Tumbling Technical Committee" refers to, respectively, those committees established by the Corporation to deal with those areas, which committees may or may not be comprised of some or all members of the Board of Directors;

   (e) "Regulations" means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;

   (f) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and

   (g) the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

4. The Corporation may be dissolved in accordance with the Act.

DIRECTORS / EXECUTIVE / OFFICERS

3. Number:
Subject to the articles of the Corporation, and until changed by special resolution, the management of the business and affairs of the Corporation shall be directed by a Board of Directors consisting of a minimum of 5 and a maximum of 10 directors of whom a majority shall be residents of Canada.

4. Qualification:
A director shall be a member in good standing of the Corporation and the Board of Directors shall be comprised solely of those members elected as Officers of the Corporation in accordance with these by-laws.

5. Offices:
The offices of the Corporation shall be comprised of the following:

Group A	Group B
President	Treasurer
Vice-President	Publicity Chairperson
Development Committee Chairperson	Registrar
Men's Technical Committee Chairperson	Women's Technical Committee Chairperson
Past President / Member at Large	Trampoline & Tumbling Committee Chairperson

6. Election and Removal:
Subject to Paragraph 7 below, the members shall by secret ballot at each Annual General Meeting, elect individuals from the membership to fill the offices of the Corporation, and consequently by doing so the membership will also have elected the Board of Directors of the Corporation.

It is not necessary that all directors elected at a meeting of members hold office for the same term.

If qualified, any retiring director shall be eligible for re-election; provided always that the members of the Corporation may, by Special Resolution passed at a Special Meeting of members, remove any director or directors from office and a vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed.

The Board of Directors will establish a Nominating Committee to nominate individuals for an upcoming election. Nominations shall not be accepted from the floor.

7. Appointed Office:
The office of Past President will automatically be filled by the individual who previously held the office of President, provided however, that should the retiring President not wish to accept the position, or should the President be re-elected to that office, then the members shall elect a member to fill this office, in which case the office shall be referred to as "Member at Large". Notwithstanding that an election for the office of President only occurs every even year (as prescribed in paragraph 8 hereof), the Past President / Member at Large shall only be appointed for a 1 year term, and in every odd year the members shall elect / re-elect a Member at Large or re-elect the Past President to serve another year.

8. Term of Office:
Subject to the articles of the Corporation and to the Act, and subject to Paragraph 7 hereof, a director's term shall be from the date of election until the second annual meeting next following or until his/her successor is elected. In order that the terms of office are staggered, elections for those offices included under Group A (other than Past President /

Member at Large) shall occur at the annual meeting of every even year, and elections for those offices included in Group B shall occur at the annual meeting of every odd year.

9. Restrictions:
No person who is a regular employee of the Corporation shall be eligible to be a director of the Corporation.

10. Vacation of Office:
The office of a director shall be vacated: (a) if he/she becomes bankrupt or suspends payment of his\her debts generally or compounds with his\her creditors or makes an authorized assignment or is declared insolvent; (b) if he/she is found to be a person of unsound mind; or (c) if he/she dies or resigns and any resignation of a director shall be effective at the time same is sent in writing to the Corporation or at the time specified in the resignation, whichever is later.

11. Filling Vacancy:
Subject to the Act, a quorum of directors may fill a vacancy in the Board of Directors and any director appointed to fill a vacancy shall hold office for the unexpired term of his\her predecessor. Should a director be removed from the board by Special Resolution of the members, the members may at such meeting elect a replacement director, in which case the newly elected director shall hold office for the unexpired term of his/her predecessor.

12. Committee of Directors:
The directors may appoint from among their number a committee of directors and, subject to section 110 of the Act, may delegate to such committee any of the powers of the directors. A majority of the directors of any such committee must be residents of Canada.

13. Powers and Duties:
All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the members or Board of Directors, and without limiting the generality of the foregoing, each officer shall respectively have the powers and duties listed below.

14. Duties may be delegated:
In case of the absence or inability of any officer of the Corporation to act, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors / Executive may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

15. President: The President shall perform the following:
- (a) when present, preside at all meetings of the Board of Directors, the committee of directors (if any), and the members. Such duties shall include calling such meetings to order, announcing order of business, state and put all questions properly brought before the assembly, preserve order and decorum, and decide all questions of order;
- (b) act as ex-officio of all technical committees of the Corporation;
- (c) show and maintain leadership of the Board of Directors;
- (d) chair the Management Committee;
- (e) represent the Corporation in matters concerning the Gymnastics Canada Gymnastique;

16. Vice-President: The Vice-President shall:
- (a) be vested with all the powers and shall perform all the duties of the President in the absence or inability or unwillingness to act of the President;
- (b) chair the Bingo Committee;
- (c) sit on the management committee.

17. Past - President/Member at Large: The Past President/Member at Large shall be vested with and may exercise such powers and shall perform such duties as may from time

to time be assigned to him by the Board of Directors / executive or members.

18. Registrar: The Registrar shall:

(a) give or cause to be given notices for all meetings of the Board of Directors, the committee of directors (if any) and the members when directed to do so and shall have charge of the minute books of the Corporation and of the records (other than accounting records) referred to in section 20 of the Act.

The Registrar shall keep or cause to be kept records containing:

(i) a copy of the articles and by-laws of the Corporation and all amendments thereto and a copy of any preliminary memorandum of agreement;
(ii) minutes of meetings and resolutions of members, directors and any committee thereof;
(iii) the names, addresses and other occupations, if any, of all persons who are or have been directors of the Corporation, with the several dates on which each became or ceased to be a director;
(iv) the names, addresses and other occupations, if any, of all persons who are or have been members of the Corporation;
(v) an up to date list of members;

(b) provide a written report of the membership in the Corporation at every meeting of the directors;
(c) provide a yearend report at the Annual General Meeting of the directors and members;
(d) maintain a register of the clubs voting rights as outlined in paragraph 39 hereof.

19. Treasurer: The Treasurer shall:

(a) oversee the care and custody of all the funds of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such other depository or depositories as the Board of Directors may direct, and maintain proper records of such activities;
(b) make payments on behalf of the Corporation (wherever possible by cheque);
(c) verify the payments of bills from officers and committees to ensure that they are clearly authorized and that the original receipts for expenditures are attached;
(d) provide a written statement with respect to the Corporation's finances at every meeting of the Board of Directors;
(e) sit on the management committee;
(f) provide a complete statement of the financial position of the Corporation at the Annual General Meeting of the members.

The Treasurer may be required to give such bond for the faithful performance of his\her duties as the Board of Directors in its uncontrolled discretion may require but no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

20. Publicity Committee Chairperson: The Publicity Committee Chairperson shall:

(a) chair all meetings of the Publicity Committee and provide a written report at every meeting of the Board of Directors;
(b) supervise the preparation and circulation of the Corporation's newsletter;
(c) maintain and act as a liaison with media representatives in coordination with the sponsoring bodies;
(d) ensure maximum public exposure of meets, special events and gymnastics in general;
(e) maintain a record of written reports submitted by the sponsoring body after each gymnastics function or event;
(f) maintain, in cooperation with the Registrar, a current record of the clubs, gymnasts and individuals involved with gymnastics in the Province;
(g) provide a yearend report at the Annual General Meeting of the directors and members.

21. Development Committee Chairperson: The Development Committee Chairperson shall:
(a) chair all meetings of the Development Committee and provide a written report at every meeting of the Board of Directors;

(b) maintain leadership and direct development of gymnastics in Manitoba through grass roots programs;
(c) follow the duties as outlined in the Development Committee Regulations;
(d) account for all monies of the Development Committee;
(e) provide a yearend report at the Annual General Meeting of the directors and members.

22. Men's Technical Committee ("MTC") Chairperson: The Men's Technical Committee Chairperson shall:
(a) chair all meetings of the MTC and provide a written report at every directors meeting;
(b) maintain leadership and direct Men's gymnastics in Manitoba through programs implemented by the MTC;
(c) follow the duties as outlined in the MTC regulations;
(d) represent the Corporation as a delegate at the Men's Technical Assembly of the Gymnastics Canada Gymnastique;
(e) account for all monies of the MTC;
(f) provide a yearend report at the Annual General Meeting of the directors and members.

In the event that the MTC Chairperson cannot attend a meeting of the Board of Directors, the Vice-Chairperson of the MTC may, upon the written request of the Chairperson, attend and vote in his/her place and stead.

23. Women's Technical Committee ("WTC") Chairperson: The Women's Technical Committee Chairperson shall:
(a) chair all meetings of the WTC and provide a written report at every directors meeting;
(b) maintain leadership and direct Women's gymnastics in Manitoba through programs implemented by the WTC;
(c) follow the duties as outlined in the WTC regulations;
(d) represent the Corporation as a delegate at the Women's Technical Assembly of the Gymnastics Canada Gymnastique;
(e) account for all monies of the WTC;
(f) provide a yearend report at the Annual General Meeting of the directors and members.

In the event that the WTC Chairperson cannot attend a meeting of the Board of Directors, the Vice-Chairperson of the WTC may, upon the written request of the Chairperson, attend and vote in his/her place and stead.

24. Trampoline and Tumbling Technical Committee ("T & TC") Chairperson:
The Trampoline and Tumbling Technical Committee Chairperson shall:
(a) chair all meetings of the T & TC and provide a written report at every meeting of the Board of Directors;
(b) maintain leadership and direct Trampoline & Tumbling sport in Manitoba through programs implemented by the T & TC;
(c) follow the duties as outlined in the T & TC regulations;
(d) represent the Corporation as a delegate at the Trampoline & Tumbling Technical Assembly of the Gymnastics Canada Gymnastique;
(e) account for all monies of the T & TC;
(f) provide a yearend report at the Annual General Meeting of the directors and members.

In the event that the T & TC Chairperson cannot attend a meeting of the Board of Directors, the Vice-Chairperson of the T & TC may, upon the written request of the Chairperson, attend and vote in his/her place and stead.

MEETINGS OF DIRECTORS / EXECUTIVE

25. Place of Meeting:
Meetings of the Board of Directors and of the committee of directors (if any) may be held within or outside Manitoba.

26. Notice:
A meeting of directors may be convened by the President, Vice-President or any three directors at any time. Subject to subsection (5) of section 109 of the Act, the notice of any such meeting need not specify the purpose of the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 52 of this by-law not less than 5 days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided that a director may in any manner waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

27. Notice of First Meeting:
For the first meeting of the Board of Directors to be held immediately following the election of directors by the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.

28. Quorum:
A minimum of five (5) directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors. No business shall be transacted at a meeting of directors unless a quorum of the board is present and a majority of directors present are residents of Canada.

29. Telephone/Web Conference Participation:
A director may, if all the directors of the Corporation consent, participate in a meeting of directors or of the committee of directors (if any) by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.

30. Voting:
Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes the President of the meeting in addition to his\her original vote shall not have a second or casting vote.

31. Resolution in lieu of meeting:
Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or the committee of directors (if any) is as valid as if it had been passed at a meeting of the directors of the committee of directors (if any) and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.

REMUNERATION OF DIRECTORS

32. The directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any director who is a bona fide employee of the Corporation (whether full time or part time) may be paid remuneration with respect to services performed by him/her as an employee.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

33. The Board of Directors in its discretion may submit any contract, act or transmission for approval or ratification at any annual meeting of the members or at any Special Meeting of the members or at any Special Meeting of the members called for the purpose of considering the same and, subject to the provisions of section 115 of the Act, any such contract, act or transmission that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or

by the Corporation's articles or by any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

34. Conflict of Interest:

Without limiting any rights conferred upon directors by section 115 of the Act, no director shall be disqualified by his/her office from, or vacate his/her office by reason of, holding any office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a member or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he/she is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit. Subject to section 115 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. Subject to section 115 of the Act, no director or officer shall be obliged to make any declaration of interest in respect of a contract or proposed contract with the Corporation in which such director or officer is in any way directly or indirectly interested nor shall any director be obliged to refrain from voting in respect of any such contract.

35. Limit of Liability:

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for:

(a) the acts, receipts, neglects or defaults of any other director or officer or employee; or

(b) joining in any receipt or act for conformity; or

(c) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation; or

(d) for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested; or

(e) for any loss or damage arising to the Corporation from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited; or

(f) for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Corporation; or

(g) for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his\her failure to exercise the powers and to discharge the duties of his/her office honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his\her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or body corporate as the case may be, from receiving proper remuneration for such services.

INDEMNITIES TO DIRECTORS AND OFFICERS

36. Subject to section 119 of the Act, every director and officer of the Corporation and his\her heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Corporation from and against:

(a) all costs, charges and expenses reasonably incurred by him/her in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his\her office; and

(b) all other costs, charges and expenses reasonably incurred by him/her in respect of the affairs of the Corporation.

MEMBERSHIP

37. Classes of Memberships: The membership of the Corporation shall be comprised of the following:

a) Individual membership;

• which is divided into the following subcategories:

i) Athlete
A. Recreational
B. Competitive
aa) Regional Stream
bb) Provincial Stream
cc) National Stream

ii) Coach
A. Recreational
aa) Apprentice
bb) Recreational
B. Competitive
aa) Regional Stream
bb) Provincial Stream
cc) National Stream

iii) Judge
A. Regional
B. Provincial
C. National

iv) Associate Member

b) Club Membership

• which is divided into the following subcategories:

i) Recreational
ii) Competitive
iii) Competitive/Recreational

c) Lifetime Membership
d) Honorary Membership
e) Affiliate Membership

38. Criteria for admission to various Membership Classes:
Memberships in the Corporation shall be granted by the Board of Directors in accordance with the following criteria:

a) Subject to the following, the Board of Directors shall have sole and absolute discretion with respect to the issuance of memberships. The Directors may, if they so desire, delegate admission of members to any officer or the executive director of the Corporation, and for the purposes of section 110(3)of the Act, there are no terms and no set manner in which memberships may be issued, it being the intention of the directors herein to authorize such delegate to use his or her discretion in the admission of memberships, subject to review by

the directors. The Directors may, if they so desires, prescribe fees to be paid annually or otherwise by any one or more classes of members, and for certainty the amount of such fees need not be the same for each class of members.

b) **Individual and Club Memberships:** Any person or club may apply for an individual or club membership, respectively, in the Corporation and the Board of Directors shall have the discretion to accept or reject any application for membership, provided that such discretion is exercised in good faith, and subject to the following:
(i) with the exception of the individual membership categories listed below, any person seeking an individual membership must be a registered participant of a Club.
Exceptions:
37(a)(ii) Coaches –Coach Developers
37(a)(iii) Judges
37(a)(iv) Associate Members; and

(ii) Club Memberships shall only be granted to clubs or groups comprised of 2 or more persons.

c) **Lifetime Memberships:** A lifetime membership may be granted to individuals who have been recognized by the Board of Directors for their contribution to the mission of the Corporation.

d) **Honorary Memberships:** An honorary membership may be granted to individuals or groups who the Board of Directors have recognized as being outstanding contributors to the development of gymnastics, through financial or other contributions.

e) **Affiliate Memberships:** An affiliate membership may be granted by the Board of Directors to organizations which do not have gymnastics as their only activity and sole purpose, including such organizations as, without limitation, Public Recreation Departments, Community Centres, YMCA, YWCA, and Schools.

39. Rights of each class of membership:
The members of each class of membership shall have all those rights as set out opposite their respective class:

Recreational Athletes - 37(a)(i)(A) & (B) Recreational Coaches - 37(a)(ii)(A)	– To participate in MGA recognized recreational programs (eg. Their club programmer CANGYM). Do not participate in competitions outside of their club. – To be nominated by their associated club to serve on any MGA committees for which their club is eligible – Right to be nominated to serve on the Board of Directors – Upon request, and upon payment of an amount sufficient to compensate the MGA for producing same, receive copies of minutes from meetings of directors, members, or committees; regulations; constating documents; job descriptions of MGA employees; – -To receive technical support, and apply for financial support, from the MGA, Manitoba Government, Federal Government, all through the Board of Directors
Associate Members - 37(a)(iv)	- To be nominated by their associated club to serve on any MGA committees for which their club is eligible - Right to be nominated to serve on the Board of Directors - Upon request, and upon payment of an amount sufficient to compensate the MGA for producing same, receive copies of minutes from meetings of directors, members, or committees; regulations; constating documents; job

	descriptions of MGA employees; – To receive technical support, and apply for financial support, from the MGA, Manitoba Government, Federal Government, all through the Board of Directors
Competitive Athlete - 37(a)(i)(C) Competitive Coaches - 37 (a)(ii)(B) Judges - 37(a)(iii)	- To be nominated by their associated club to serve on any MGA committees for which their club is eligible - Right to be nominated to serve on the Board of Directors - To represent the MGA at designated events when chosen by the MGA - To participate in competitions in their respective capacities, which are recognized by the Technical Committees of the MGA - Upon request, and upon payment of an amount sufficient to compensate the MGA for producing same, receive copies of minutes from meetings of directors, members, or committees; regulations; constating documents; job descriptions of MGA employees; - To receive technical support, and apply for financial support, from the MGA, Manitoba Government, Federal Government, all through the Board of Directors
Recreational Clubs - 37(b)(i) Competitive Clubs - 37(b)(ii) Competitive / Recreational - 37(b)(iii)	– (In order to qualify to vote, club must confirm the number of additional votes and the authorized representative attending the meeting with the Registrar at least 7 days prior to the meeting) To nominate a representative to serve on any MGA committees for which their club is eligible – Upon request receive, by mail, notices and minutes from / concerning meeting of the Board of Directors, Technical Committees and other committees of the MGA – Upon request, and upon payment of an amount sufficient to compensate the MGA for producing same, receive copies of minutes from meetings of directors, members, or committees; regulations; constating documents; job descriptions of MGA employees; – To receive technical support, and apply for financial support, from the MGA, Manitoba Government, Federal Government, all through the Board of Directors
Lifetime Members - 37(c)	- To be nominated by their associated club to serve on any MGA committees for which their club is eligible - Right to be nominated to serve on the Board of Directors - To represent the MGA at designated events when chosen by the MGA - Upon request, and upon payment of an amount sufficient to compensate the MGA for producing same, receive copies of minutes from meetings of directors, members, or committees; regulations; job descriptions of MGA employees; - To receive technical support, and apply for financial support, from the MGA, Manitoba Government, Federal Government, all through the Board of Directors
Honorary Members - 37(d) Affiliate Members - 37(e)	– No rights other than those required under the Act – For certainty, they do not have the right to vote

40. A Member will be in good standing provided that the Member:
    a. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
    b. Has completed and remitted all documents as required by the Corporation;
    c. Has complied with the By-laws, policies, and rules of the Corporation;
    d. Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
    e. Has paid all required membership dues.

41. Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members 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.

42. Voting Structure:

Weighted Voting Schedule

Individuals Registered	Number of Votes	Individuals Registered	Number of Votes
0 - 50	1	701 - 750	15
51 - 100	2	751 - 800	16
101 - 150	3	801 - 850	17
151 - 200	4	851 - 900	18
201 - 250	5	901 - 950	19
251 - 300	6	951 - 1000	20
301 - 350	7	1001 - 1050	21
351 - 400	8	1051 - 1100	22
401 - 450	9	1101 - 1150	23
451 - 500	10	1151 - 1200	24
501 - 550	11	1201 - 1250	25
551 - 600	12	1251 - 1300	26
601 - 650	13	1301 - 1350	27
651 - 700	14	1351 - 1400	28

43. Restriction on Voting:

Notwithstanding anything herein to the contrary, no individual member shall be entitled to vote nor shall any individual member registration contribute to a club vote during the 45-day period immediately following the issuance of the membership.

44. Termination:

(a) Subject to subsection (b), membership in the Corporation may be suspended or terminated:
    (i) voluntarily by a member giving written notice of termination to the directors;
    (ii) by the Board of Directors, if, in their sole and absolute discretion, they believe a member's conduct has or will be detrimental to the Corporation in any way whatsoever.

(b) Any person or club whose membership has been suspended or terminated:

(i) must receive written notice of such decision;

(ii) may appeal such decision to the members of the Corporation at the next Annual General Meeting. A membership shall be reinstated if 2/3 of the voting members of the Corporation in attendance at such meeting vote to reinstate the membership. Such a vote shall be by secret ballot.

45. Annual Meeting:

Subject to sections 126 and 127 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Manitoba, or if all the members entitled to vote at such meeting so agree, outside Manitoba.

An annual general meeting of the members may, in the discretion of the Board of Directors, be held by means of a teleconference communication system or a video conference communication system, or any other similar electronic communication facility, that permits all members participating in such meeting to hear each other during the meeting. An individual member, who, through such communication system attends a meeting, shall be deemed to be personally present at that meeting for the purposes of meeting quorum and voting.

46. Special Meetings:

Special meetings of the members may be convened by order of the President, Vice-President, the Board of Directors or the written request of the members holding not less than 5% of the voting memberships in the Corporation. For certainty, the additional votes of club members shall be included for the purposes of such calculation.

47. Notice:

A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to vote at such meeting and on each director in the manner specified in paragraph 52 of this By-Law, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and inclusive of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting. Such notice shall also be given in like manner to the auditor of the Corporation at his\her business address unless the members of the Corporation have not appointed an auditor in accordance with a resolution to that effect pursuant to section 157 of the Act.

48. Waiver of Notice:

A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

49. Omission of Notice:

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members, director or directors or the auditor or accountant of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

50. Votes:

Subject to anything else to the contrary herein, every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and in the case of an equality of votes the President shall not, both on a show of hands and on a ballot, have a second or casting vote in addition to the vote or votes to which he/she may be otherwise entitled. At any meeting unless a ballot is demanded, a declaration by the President that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

51. Secret Ballot:
A ballot may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting.

52. Adjournment:
The President may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting for which no notice is required which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

53. Quorum:
A quorum at any meeting of members (unless a greater number of persons are required to be present by the Act or by the articles or any other by-law) shall be a majority of the directors of the Corporation, plus 6 clubs present at the AGM. The number of votes in the room are publicized and the majority determined prior to any voting taking place. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the opening of a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

54. Proxy Vote
A Club would receive a specific number of votes in accordance to the Weighted Vote Schedule; A Club can only hold 1 Club's Proxy vote; * If an individual owns 2 or more Clubs, the Authorized Club can carry more than 1 Proxy vote.

55. Resolution in lieu of meeting:
Notwithstanding any of the foregoing provisions of this By-Law, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 136 of the Act, as valid as if it had been passed at a meeting of the members.

NOTICES

56. Service:
Any notice or other document required by the Act, the Regulations, the articles or the by-laws to be sent to any member or director or to the auditor or accountant of the Corporation shall be delivered personally or sent by prepaid mail or by telegram or cable or fax to any such person at his/her latest address as shown in the records of the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. If a notice or document is sent to a member by prepaid mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he/she informs the Corporation in writing of his/her new address.

57. Signature on notices:
The signature of any director or officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

CHEQUES, DRAFTS AND NOTES

58. All cheques, drafts or order for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the President, the Vice- President, Treasurer or Executive Director.

EXECUTION OF INSTRUMENTS

59. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:
   (a) the President or Vice-President, together with the Treasurer, or
   (b) any two directors or
   (c) Executive Director and any other director

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

60. Corporate Seal: The corporate seal (if any) of the Corporation may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board of Directors, but any such contract, document or instrument is not invalid merely because the corporate seal (if any) of the Corporation is not affixed thereto.

FINANCIAL YEAR

61. The financial year of the Corporation shall end on the 31st day of March in each year, or such other date as the directors may from time to time by resolution determine.

AUDITORS

62. At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, as amended.

AMENDMENT OF BY-LAWS

63. Amendment by Directors – These By-laws may be amended, revised, repealed or added to by the Directors by Resolution at any meeting of the Directors. Amendments resolved by Directors take effect immediately. Amendments by Directors must be ratified by Resolution of the Members at any meeting of the Members. If an amendment by Directors is not ratified by the Members, it ceases to take effect.

64. Amendment by Member Proposal – These By-laws may be amended, revised, repealed or added to by member proposal, as described in these By-laws. Amendments by member proposal must be approved by Resolution of the Members at any meeting of the Members. Amendments by member proposal that are approved by the Members take effect immediately.