

**GYMNASTICS
PRINCE EDWARD ISLAND INC.**

CONSTITUTION AND BYLAWS

July 2007
Amended September 2015

GYMNASTICS PRINCE EDWARD ISLAND INC.

CONSTITUTION

Article 1: Name

The name of the association shall be Gymnastics Prince Edward Island Inc., hereafter referred to as Gymnastics PEI.

Article 2: Head Office

The head office (office of Executive Director) of Gymnastics P.E.I. is at the House of Sport , Sport P.E.I..

Article 3: Purposes and Objectives

1. To be the sole coordinating body for gymnastics on Prince Edward Island.
2. To foster, encourage, promote and administer the development and growth of gymnastics in the province of Prince Edward Island.
3. To encourage and to provide technical training and development of gymnasts, coaches, judges and other officers and officials.
4. To acquire funds, whether through gifts or otherwise, to assist the corporation with its objects and purposes.
5. To acquire and hold lands and real and personal property and to sell, lease or otherwise dispose of same as it shall from time to time see fit with power to mortgage or otherwise encumber the same in such way or subject to such conditions, covenants, powers of sale or otherwise, as the said corporation may deem requisite.
6. To hire or otherwise employ persons to assist the corporation in the fulfilment of its other objects and purposes.
7. To enter into any arrangements with any Governmental authority, municipality, local

or otherwise, that may seem conducive to the corporation=s objects, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

8. To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying the same into effect.
9. To borrow money on credit of the corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personality, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the corporation.
10. To do all such other acts or things as are incidental or conducive to the attainment of the object and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, Chapter C-14.

Article 5: Jurisdiction

Gymnastics PEI shall have jurisdiction over the sport of gymnastics in the province of Prince Edward Island. Gymnastics PEI is the Prince Edward Island Branch of Gymnastics Canada Gymnastique (GCG).

BYLAWS

Bylaw 1: Membership

1. No club or individual shall be admitted as a member unless:
 - a) It satisfies the qualifications for membership as stated in these bylaws;
 - b) It has made written application for membership in the manner prescribed by the Board;
 - c) It has been accepted as a member by the Association; and
 - d) It has paid membership fees as determined by the Board.
2. A member shall be deemed in good standing provided it has paid membership fees as prescribed by the Association and it is not subject to a disciplinary investigation or action of the association.
3. Membership in Gymnastics PEI shall be classified as the following:
 - a) **Member Club**

Clubs which have as their primary purpose the provision of technical training and development of individuals in the discipline of artistic gymnastics, which operates within Prince Edward Island, and which abide by the bylaws, policies, and rules and regulations of Gymnastics PEI are eligible to become a member of Gymnastics PEI. Each Member Club shall be entitled to at least one (1) vote. Each member club will be entitled to one additional vote where they have both recreational and competitive programs.

b) **Competitive Member**

Competitive Membership in Gymnastics PEI is open to all persons who register with a member club of Gymnastics PEI and pay the prescribed membership fees of the association and/or club. Competitive members are eligible to participate in Gymnastics PEI sanctioned competitions but are not entitled to a vote at any general meeting of the association.

c) **Recreational Member**

Recreational Membership in Gymnastics PEI is open to all persons who register with a member club of Gymnastics PEI and pay the prescribed membership fees of the association and/or club. All recreational members are eligible to participate in programs and activities of a member club of Gymnastics PEI, but cannot participate in Gymnastics PEI sanctioned competitions. A recreational member is not eligible to vote at any general meeting of the association.

d) **Associate Member**

A person or organization which supports the purposes of Gymnastics PEI is eligible to be an Associate member and may participate in the affairs of the association but is not eligible to vote at any general meeting of the association.

e) **Honorary Member**

A life membership may be granted to those individuals who have contributed to the development of the sport of gymnastics through the role of athlete, coach, judge, official, parent, or director/officer. Individuals may be nominated by any member of the association but must be unanimously approved by the Board of Directors. Honorary members are not entitled to vote at any meeting of the association.

f) **Sustaining Member**

A sustaining membership is granted by the Board of Directors to an individual who donates an annual contribution to the association to further the aims and objectives of Gymnastics PEI. Sustaining members are not entitled to vote at any meeting of the association.

g) **Director Member**

A member of the Board of Directors of PEI is entitled to one vote at all meetings of Gymnastics PEI.

4. Every member of Gymnastics PEI shall be entitled to attend any general meeting of the association and, if 18 years of age or older, is entitled to hold office.
5. Any member may terminate their membership in Gymnastics PEI by notifying the Board of Directors in writing to the effect. However, no membership fees will be refunded.
6. The Board of Directors may terminate the membership of any member of the association under the following conditions:
 - a) A member may be suspended for failure to pay membership dues within 30 days of the beginning of the membership year;
 - b) A member may be expelled if dues remain unpaid for a further 30 days;
 - c) Notwithstanding expulsion from membership, a former member remains liable for any membership dues owing prior to the expulsion; and
 - d) In addition to suspension or expulsion for failure to pay membership dues, a member may be suspended, expelled or otherwise disciplined in accordance with the association's policies and procedures relating to discipline of members.

7. The member, who has been so removed, may appeal the decision of the Board of Directors at a meeting called by the President for that reason.

Bylaw 2: Meetings - Association

1. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among those directors present, shall preside as Chairperson at any meeting of Gymnastics PEI.
2. No business shall be transacted at any meeting of the association unless a quorum of members is present at the commencement of such business.
3. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall be dissolved and no business can be transacted, except simply to adjourn. However, if a majority can be reached via another communication lines then discussions can be addressed.
4. Robert's Rules of Order shall apply at all meetings at which a jurisdictional dispute arises.

Annual General Meetings

5. The Annual General Meeting shall be held in the month of September each year. The Annual General Meeting may be attended by all members of the association.
6. Fourteen (14) days notice, in writing, of the Annual General Meeting shall be given to the members, but non-receipt of such notice by any member shall not invalidate the proceedings.
7. The Annual General Meeting of Gymnastics PEI shall be open to the public and public notice shall be advertised at least seven (7) days prior to the AGM.
8. At the AGM, a quorum shall consist of 50% of the voting members eligible to attend. If no Quorum is met then the meeting will be adjourned by the President and Secretary to a date not less than seven (7) days of the date of the adjourned meeting at which date a quorum will be deemed to have been met.
9. The location of the Annual General Meeting shall be fixed by the Board of Directors.

10. The order of business at the AGM shall be as follows, unless otherwise waived by the meeting:
 - a) Call to Order
 - b) Adoption of Agenda
 - c) Roll call and verification of voting delegates
 - d) Minutes of previous Annual General Meeting
 - e) Business Arising from the Minutes
 - f) Report of the President
 - g) Treasurer=s Financial Report / Report of Auditors
 - i) Notices of Motions
 - j) Amendments to the Bylaws
 - k) Election of Directors
 - l) New Business
 - m)Adjournment

Special General Meetings

11. Special general meetings of Gymnastics PEI may be called at any time deemed necessary by the Board or by written request of at least fifty percent (50%) of the member clubs.
12. Notice of the time and place of the special general meetings, together with a notice of the business to be transacted shall be given at least seven (7) days in advance.
13. At any special general meeting, 50% of the voting members eligible to attend is required for a quorum. If no Quorum is met then the meeting will be adjourned by the President and Secretary to a date not less than seven (7) days of the date of the adjourned meeting at which date a quorum will be deemed to have been met.

Bylaw 2.1: Meetings - Board of Directors Meetings

1. The Board of Directors shall meet a minimum of four (4) times per year. Attendance is restricted to Board Members. Others individuals may attend by invitation by the Board.
2. Fifty per cent (50%) of the Directors shall constitute a quorum for the transaction of business at a Board meeting.
3. Notice of any meetings of the Board of Directors specifying the time and place thereof, shall be given orally or in writing, at least ten (10) days before the meeting is to take place, to each Director, but non-receipt of such notice by any Director shall not invalidate the proceedings of any meeting of the Board.
4. In the event that a Board position is vacant, it will not be counted for quorum.

Bylaw 3: Voting – Board of Directors

1. At any meeting, each member of the Board of Directors, excluding the Past President, shall be entitled to one (1) vote. The President will vote only to break a tie.
2. Member Clubs are entitled to vote at any general meeting of the association. Each Club may be entitled to one additional vote if they have both a recreational and

competitive program. Each Member Club may be represented by one or two delegates who must be members of that club. The individual(s) must be identified to the Secretary prior to any general meeting.

3. Any resolution or motion arising at any meeting of Gymnastics PEI Board of Directors shall be decided by a majority of votes. In the case of any tie, the Chairperson shall have the deciding vote.
4. Proxy votes shall not be permitted at any Directors meeting of Gymnastics PEI.
5. No member shall exercise more than one vote except as indicated in paragraph 2 of this by-law.

Bylaw 4: Governance

Board Composition

1. The affairs of Gymnastics PEI shall be managed by a Board of Directors and such Board shall consist of the following 8 Directors and 1 Representative per Member Club:
 - President
 - Vice-President
 - Past President
 - Secretary
 - Treasurer
 - Women's Technical Chairperson
 - Men's Technical Chairperson
 - Director at Large
2. A Director can only hold one office and is entitled to only one vote.

Board Powers

4. The Board has the powers of the association and may delegate any of its powers, duties and functions. Its powers, including those in the bylaws, are as follows:
 - a) The Board may make polices, procedures and rules for managing the affairs of the association;

- b) The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- c) The Board may make policies, procedures and rules relating to the management of disputes within the association and shall have the authority to deal with all disputes accordingly;
- d) The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee;
- e) The Board may appoint or employ such persons as it deems necessary to carry out the work of the association;
- f) The Board shall have the authority to interpret any work, term or phrase in the bylaws which is ambiguous, contradictory or unclear.

Resignation or Removal of Directors

- 5. In the event that a Director resigns his/her office or ceases to be a member of the association, the position may be filled for the unexpired portion of the term by the Board of Directors from among the members of Gymnastics PEI or shall be appointed by the members of the Club which he/she had represented.
- 6. The Board of Directors may, by special resolution, remove any director before their end of term of office and appoint another person in the position to complete the specified term of office.

Remuneration of Directors

- 7. Directors shall not receive any remuneration for serving in their role as a Director.

Indemnification and protection of directors and officers

- 8. Every Director of the corporation, and his/her heirs, executors, and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the corporation from and against all costs, charges, and expenses which he/she shall or may sustain or incur in any action or proceeding which is brought or prosecuted against him/her for or in respect of any act, deed, matter or thing made, done or permitted by him/her in or about the execution of duties of his/her office, and also from and against all other costs, charges and expenses which he/she may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his/her own willful neglect or default.

9. No Director or officer shall be liable for the acts, receipts, neglect or defaults of any other Director, officer or employee or for joining in any receipt or act for the conformity or for any loss, damage or expense happening to the Corporation through the insufficiency of title to any property acquired by order of the Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on his/her part or for any other loss, damage or misfortune which may happen in the exercise of his/her respective duties or trust or relation thereto unless the same shall happen by his/her own or through his/her own willful act or default. Directors may rely upon the accuracy of any statement or report prepared by the Corporation=s auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Duties of the Directors

10. The President

- a) shall call and preside over Board, Annual General and Special General meetings of Gymnastics PEI;
- b) may, with the Treasurer, be a signing officer of Gymnastics PEI;
- c) shall be an ex-officio member of all committees;
- d) shall carry out such functions as are normally associated with the office of the President;
- e) shall liaise with governmental bodies, Gymnastics Canada Gymnastique, Provincial Canada Games Committee Inc. and Sport PEI;
- f) shall be the ambassador for Gymnastics PEI.

11. The Vice-President

- a) shall assist the President and shall act in his/her absence and shall be eligible to hold position on a standing committee;
- b) may, with the Treasurer, be a signing officer of Gymnastics PEI;

12. The Secretary

- a) shall be responsible for the taking of minutes for all Board, Annual General and Special General meetings, and for maintaining a minute book;

- b) shall be responsible for the distribution of notice of meetings, agendas, minutes, etc. prior to all meetings;
- c) shall withdraw from the minutes of meeting all motions and categories for publication into appropriate documents, such as a policy manual;

13. The Treasurer

- a) shall be responsible for the administration of Gymnastics PEI=s funds and accounts;
- b) shall present a financial statement and a proposed budget at each Annual General Meeting;
- c) shall, with the President or the Vice-President, be a signing officer of Gymnastics PEI;
- d) shall maintain a bank account in the name of Gymnastics PEI;
- e) shall present the proposed fee structure to the Annual General Meeting;

14. The Women=s Technical Chairperson

- a) shall represent and report to the Board on the activities of the Women=s Technical Committee;
- b) shall prepare and present the annual women=s technical Budget for approval to the Board;
- c) shall chair the Women=s Technical Committee meetings;
- d) shall provide leadership, coordination and supervision in all activities of the Women=s Technical Committee;
- f) shall appoint standing committees and sub-committees as required, and women=s coaching and judging chairpersons, and shall provide terms of reference for such positions;
- h) shall represent, or have an appointee represent, Gymnastics PEI at the GCG Technical Assemblies;
- i) shall recommend technical changes for ratification by the Board.

15. The Men=s Technical Chairperson

- a) shall represent and report to the Board on the activities of the Men=s Technical Committee;
- b) shall present the annual men=s technical budget for approval to the Board;
- c) shall chair the Men=s Technical Committee meetings;
- d) shall provide leadership, coordination and supervision in all activities of the Mens= Technical Committee;
- f) shall appoint standing committees and sub-committees, as required, and men=s

coaching and judging chairpersons, and shall provide terms of reference for such positions;

- h) shall represent, or have an appointee represent, Gymnastics PEI at GCG Technical Assemblies.
- i) shall recommend technical changes for ratification by the Board.

Committees

16. The Board of Directors may establish such committees as it deems necessary for managing the affairs of the association.
17. The Board of Directors shall establish the terms of reference and operating procedures for committees and may delegate any of its powers, duties and functions to any committee.
18. The Board may appoint any individual to any committee and may remove any member of any committee.
19. When a vacancy occurs on any committee the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee=s term.

Bylaw 5: Elections and Appointment of Directors

1. Directors shall be, except for Directors appointed by Member Clubs and Past President, elected by members at the Annual General Meeting of Gymnastics PEI; or
2. Any member of Gymnastics PEI shall be eligible to be nominated and elected a Director of association provided that he/she is 18 years of age or older.
3. Except for club Member Directors Directors shall hold office for two (2) years and may be eligible for re-election,.
4. A nominating committee shall be appointed by the Board of Directors.
 - 4.1 Notification of the individual Club Member Director shall be provided to the nominating committee and the Registrar in writing. All Club Member appointees shall serve for a one year term unless reappointed by the Member Club. In the event that a member club does not appoint a representative to the Board, the position will be considered vacant."
5. The nominating committee shall present a slate of nominees fourteen (14) days before the Annual General Meeting to the Board of Directors.
6. Nominations may be made as follows:

- a) As put forward by the nominating committee (does not require a seconder).
 - b) From the floor at the AGM by a member, with written acceptance or acceptance in person of the nominee (requires a seconder).
 - c) By letter from a member, containing a statement of acceptance by the nominee, which must be received by the Secretary at least fourteen (14) days prior to the AGM (requires a seconder).
7. The new Board shall assume their responsibilities once all the new members have been elected or appointed. The new Board shall commence new business after the adjournment of the Annual General Meeting. Voting powers of the new Board members shall only be instituted when the AGM has been adjourned.

Bylaw 6: Finance and Management

1. The fiscal year of Gymnastics PEI shall be from September 1 to August 31.
2. The Treasurer shall make an annual report and present properly prepared financial statements of Gymnastics PEI to the members at the Annual General Meeting. The Board of Directors may appoint an auditor.
3. The Treasurer will present a Budget for the current year (and subsequent year in the event of a proposal to increase fees) to the members at the Annual General Meeting.
4. The President, Vice-President and Treasurer shall have authority on behalf of Gymnastics PEI to sign cheques, other banking documentation and contracts involving the Association. The signature of any two (2) of the signing officers shall be deemed necessary on each document.

Bylaw 7: Dissolution

In the event of winding up or any other dissolution there shall not be any distribution of any kind among members and the funds of Gymnastics PEI shall be applied to some charitable or similar organization.

Bylaw 8: Conflict of Interest

A Director, officer or member of a committee who has an interest in a proposed contract

or transaction with the association shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, shall refrain from voting or speaking in debate on such contract or transaction, shall refrain from influencing the decision on such contract or transaction, and shall otherwise comply with all requirements regarding conflict of interest.

Bylaw 9: Amendments

1. Amendments to the Constitution may be made only at the Annual General Meeting of Gymnastics PEI.
2. Amendments to the Bylaws may be made only at the Annual General Meeting of Gymnastics PEI, or at a special meeting of the membership called specifically to deal with the proposed amendments.
3. A notice to motion to amend the Constitution and Bylaws must be submitted to the Secretary of Gymnastics PEI at least thirty (30) days prior to the AGM or fourteen (15) days prior to the special meeting called for that purpose. The notice of motion, date, time and location of the meeting must be circulated at least fourteen (14) days prior with the notice of meeting.
4. Any proposed amendment, additions and/or deletions to the Bylaws must receive two-thirds (2/3) of the votes cast at such a meeting in order for the amendment to be approved.
5. When no notice of motion has been given, the Bylaws can only be changed at an Annual General Meeting and must receive unanimous approval.

Bylaw 10: Policies and Procedures

1. Gymnastics PEI may have policies, procedures, rules and regulations regarding several issues, which may include appeals, gender equity, conflict of interest, harassment, etc. These would be found in the association=s policy manual.
2. Any proposed revision, additions and/or deletions of the policies require a simple majority of the Board of Directors at any meeting.

Bylaw 11: Rules & Regulations

Gymnastics PEI shall abide by the Technical Rules and Bylaws of the GCG, except where specific PEI rules have been accepted by Gymnastics PEI to take precedence over GCG rules.

Bylaw 12: Corporate Seal

The seal of Gymnastics PEI shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

Province of Prince Edward Island

In the matter of Part II of the Companies Act, R.S.P.E.I., 1988, Cap. C-14 and amendments thereto and of the Application for Incorporation thereunder "Gymnastics Prince Edward Island Inc."

TO His Honour the Lieutenant-Governor and Executive Council of the Province of Prince Edward Island.

THE Petition of the undersigned applicants is for incorporation.

HUMBLY SHEWETH

1. THAT the proposed name of the Corporation of which incorporation is hereby sought is "Gymnastics Prince Edward Island Inc."

2. THAT the said incorporation is sought for the purpose of carrying on in Prince Edward Island, without pecuniary gain to its members, objects of a sporting character and particularly for the following objects which are hereby requisite to be embodied in the Letters Patent to be granted herein, namely:

- a) To be the sole coordinating body for gymnastics on Prince Edward Island.
- b) To foster, encourage, promote and administer the development and growth of gymnastics in the province of Prince Edward Island.
- c) To encourage and to provide technical training and development of gymnasts, coaches, judges and other officers and officials.
- d) To acquire funds, whether through gifts or otherwise, to assist the corporation with its objects and purposes.
- e) To acquire and hold lands and real and personal property and to sell, lease or otherwise dispose of same as it shall from time to time see fit with

power to mortgage or otherwise encumber the same in such way or subject to such conditions, covenants, powers of sale or otherwise, as the said corporation may deem requisite.

- f) To hire or otherwise employ persons to assist the corporation in the fulfilment of its other objects and purposes.
 - g) To enter into any arrangements with any Governmental authority, municipality, local or otherwise, that may seem conducive to the corporation=s objects, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - h) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying the same into effect.
 - i) To borrow money on credit of the corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personalty, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the corporation.
 - j) To do all such other acts or things as are incidental or conducive to the attainment of the object and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, Chapter C-14.
3. THAT the said association will be not-for-profit and without share capital.
 4. THAT the head office or principal place of business of the proposed company will be at 19 Marjorie Crescent, Stratford, PE C1A 7V1.
 5. THAT the names and address of each of the applicants are as follows:

Name

Address

| | |
|-------------------|--|
| Carol Fitzpatrick | 19 Marjorie Crescent Stratford, PE C1A 7V1 |
| Theresa Callaghan | 25 Massey Road Charlottetown, PE C1E 1R6 |
| Roxane Campbell | 227 Colin Avenue Summerside, PE C1N 5W4 |

6. THAT all the above applicants are to be the first or provisional Directors of the Corporation.

7. THAT accompanying this Petition and annexed hereto is a Memorandum of Agreement, signed and sealed by the applicants setting forth the bylaws of the proposed Corporation as required by Subsection 2 of Section 90 of the Companies Act.

8. THAT the proposed name of the Corporation is not that of any other known incorporated company nor is it one likely to be confused therewith nor is it objectionable on any public or private grounds known to your applicants nor to any of them.

YOUR APPLICANTS THEREFORE PRAY:

THAT Letters Patent be issued under the provisions of Part II of the Companies Act, aforesaid, incorporating your applicants and their associates under and with the name and character and for the purpose hereinbefore set out.

DATED this 13th day of March.

WITNESS: _____

Carol Fitzpatrick

Theresa Callaghan

Roxane Campbell

PROVINCE OF PRINCE EDWARD ISLAND

IN THE MATTER of Part II of the Companies Act, R.S.P.E.I., 1988, Cap. C-14 and amendments thereto and of the Application for Incorporation thereunder "Gymnastics Prince Edward Island Inc."

I, _____, of _____, make oath and say that I am a subscribing witness to the forgoing and annexed petition and was present and did see the same signed by Carol Fitzpatrick, Theresa Callaghan, and Roxane Campbell, the petitioners therein named.

SWORN before me at Charlottetown in)
Queens County, this 13th day of March, 2000.)

_____))
A COMMISSIONER FOR TAKING AFFIDAVITS)
IN THE SUPREME COURT.)

_____))
WITNESS

PROVINCE OF PRINCE EDWARD ISLAND

IN THE MATTER of Part II of the Companies Act, R.S.P.E.I., 1988, Cap. C-14 and amendments thereto and of the Application for Incorporation thereunder "Gymnastics Prince Edward Island Inc."

AFFIDAVIT

I, _____, of _____, in Prince Edward Island, make oath and say as follows:

1. THAT I am one of the applicants in this matter and have signed the petition for incorporation herein, and am over the age of eighteen years.

2. THAT I am personally acquainted with all others, the applicants herein, and am familiar with the handwriting and signature of each of them, and that each of them is over the age of eighteen years.

3. THAT the signature of each of the said applicants affixed to the petition herein is of the proper handwriting of such applicant.

4. THAT all and every one of the statements and allegations contained in the said petition are true in substance and in fact, to the best of my knowledge, information and belief.

5. THAT the proposed name of the company for which incorporation is sought is not that of any known corporations, nor is it one likely to be confused therewith, nor is it objectionable on any grounds known to me.

SWORN before me at Charlottetown in)
Queens County, in the Province of)
Prince Edward Island, this 13th day)
of March, 2000.)
)

A COMMISSIONER FOR TAKING AFFIDAVITS
IN THE SUPREME COURT.

)
)_____
) Carol Fitzpatrick
)

PROVINCE OF PRINCE EDWARD ISLAND

IN THE MATTER of Part II of the Companies Act, R.S.P.E.I., 1988, Cap. C-14 and amendments thereto and of the Application for Incorporation thereunder Gymnastics Prince Edward Island Inc."

MEMORANDUM OF AGREEMENT

We, the undersigned, do hereby severally covenant and agree each with the other to become incorporated as a non-profit company without share capital under the provisions of Part II of the Companies Act of the Province of Prince Edward Island, under the name of Gymnastics Prince Edward Island Inc. or such other names as may be lawfully given to the company, and that the purposes and objects and bylaws of the proposed company shall be as set out in the Schedule A hereto annexed.

And we do severally agree to become representative members of the said company and to act as the first or provisional Directors thereof.

IN WITNESS WHEREOF we have signed this 13th day of March, 2000.

PROVINCE OF PRINCE EDWARD ISLAND

IN THE MATTER of Part II of the Companies Act, R.S.P.E.I., 1988, Cap. C-14 and amendments thereto and of the Application for Incorporation thereunder "Gymnastics Prince Edward Island Inc."

CERTIFICATE

TO THE MINISTER OF JUSTICE

I, Jeff Lantz, of Charlottetown, in the Province of Prince Edward Island, Attorney, residing and practising in Charlottetown, P.E.I. aforesaid;

DO HEREBY CERTIFY:

THAT, in my opinion, the provisions of the Companies Act, R.S.P.E.I., 1988, Cap. C-14, have been complied with regarding the above-mentioned application.

DATED the 13th day of March, 2000.
