

B Y E - L A W S
Of
GYMNASTICS FEDERATION OF BERMUDA

TABLE OF CONTENTS

DEFINITIONS AND INTERPRETATION

1. Definitions and Interpretation

REGISTERED OFFICE

2. Registered Office

MEMBERS

3. Members
4. Register of Members
5. Guarantee Fund
6. Good Standing
7. Voting Members
8. Honorary Members

AFFILIATES

9. Affiliates

MEETINGS OF MEMBERS

10. General Meetings and Written Resolution
11. Notice of General Meetings
12. Record Dates
13. Proceedings at General Meetings
14. Giving Notice and Access
15. Notice of Nomination of Directors
16. Voting

DIRECTORS AND OFFICERS

17. Appointment and Removal of Directors
18. Resignation and Disqualification of Directors
19. Fees and Remuneration
20. Directors' Interests
21. Powers and Duties of the Board
22. Register of Directors and Officers
23. Appointment of Officers
24. Duties of Officers
25. Delegation of the Board's Powers
26. Indemnity

MEETINGS OF THE BOARD OF DIRECTORS

- 27. Notice of Board Meetings
- 28. Telephonic or Electronic Participation in Meetings
- 29. Quorum at Board Meetings
- 30. Board to Continue in the Event of Vacancy
- 31. Miscellaneous

CORPORATE RECORDS

- 32. Minutes
- 33. Form and Use of Seal

ACCOUNTS

- 34. Accounting Records

AUDITS

- 35. Annual Audit
- 36. Appointment of Auditor

CHANGES TO CONSTITUTION

- 37. Alteration of Bye-Laws
- 38. Alteration of Memorandum

RULES AND DISCIPLINARY MATTERS

- 39. Rules
- 40. Anti-doping Rules
- 41. Breach of bye-laws or Rules

WINDING UP

- 42. Winding Up

B Y E - L A W S
of
GYMNASTICS FEDERATION OF BERMUDA

INTERPRETATION

1. Definitions and Interpretations

1.1. In these Bye-laws, the following words and expressions shall, where not inconsistent with the context, have the following respective meanings –

"Affiliate"	a person or entity including a Club, which is not a Corporate Member, accepted as an affiliate in accordance with Bye-law 9.
"Bermuda"	the Islands of Bermuda;
"Board"	the Board of Directors of the Federation or the Directors present at a meeting of Directors at which there is a quorum;
"Bye-laws"	these Bye-laws in their present form or as from time to time amended;
"Companies Act"	the Companies Act 1981, as amended from time to time;
"Corporate Member"	a Club that has become a Member;
"Club"	means any club or organisation involved in the teaching, operation and/or management of the Sport in Bermuda;
"Complaints and Disciplinary Rules and Procedures"	means the Complaints and Disciplinary Rules and Procedures adopted by the Board as amended from time to time
"Complaints and Disciplinary Committee"	the committee established by the Board to oversee the Complaints and Disciplinary Rules and Procedures.
"Director"	any person duly elected or appointed as a director of the Federation;

"Discipline"	One of the following disciplines of gymnastics: women's artistic gymnastics, men's artistic gymnastics, rhythmic gymnastics, trampoline and tumbling, cheerleading, parkour, acrobatic gymnastics, aerobic gymnastics and such other disciplines as the Board shall agree;
"Ethics and Welfare Guidelines"	any codes of ethics, child welfare guidelines, protections or good practices that the Federation may adopt or establish and amend from time to time. An up to date copy of all such documentation will be maintained in the Appendices to the Rules.
"Federation"	the company incorporated in Bermuda under the name of Gymnastics Federation of Bermuda on the 15 day of November 2019
"FIG"	the Federation Internationale de Gymnastique
"Honorary Member"	any person that has been appointed into membership of the Federation by the Board on merit as an Honorary Member in accordance with any guidelines set out in the Rules.
"Member"	a person who has been admitted as a member of the Federation in accordance with these Bye-laws and the Rules, paid the prescribed fee and been registered in the Register of Members ;
"Memorandum"	the Memorandum of Association of the Federation, as from time to time amended;
"Minor"	in relation to any particular day, a person who will be under the age of 18 as at that date;
"Notice"	written notice as further provided in these Bye-laws unless otherwise specifically stated;
"Officer"	any person appointed by the Board to hold an office in the Federation;
"Register of Directors"	the register of directors and officers referred to in and Officers" these Bye-laws;

"Register of Members"	the register of members referred to in these Bye-laws;
"registered athlete"	a person who is registered with a Corporate Member to participate in the Sport for a fee;
"Registered Office"	the registered office for the time being of the Federation;
"Resolution"	a resolution of the Members or Directors adopted either in general meeting or by written resolution, in accordance with the provisions of these Bye-Laws;
"Rules"	the rules and regulations governing the operation and management of the Sport in Bermuda drawn up by the Board and as amended from time to time by the Board;
"Rules of Competition"	The rules of competition of FIG and/ or the rules of competition of USAG and/or USAIGC as the case may be, as in force from time to time, as amended from time to time
"Seal"	the common seal of the Federation and includes any duplicate thereof;
"Secretary"	the person appointed to perform any or all of the duties of secretary of the Federation and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary.
"the Sport"	the sport of gymnastics in all its forms including Women's Artistic, Men's Artistic, Rhythmic, Trampoline, Acrobatic, Tumbling, Gymnastics For All, Aerobic, Special Needs and all other related Disciplines.
"USAG"	USA Gymnastics
"USAIGC"	United States Association of Independent Gymnastics Clubs

1.2. In these Bye-laws, where not inconsistent with the context:

- 1.2.1. words denoting the plural number include the singular number and vice versa;
- 1.2.2. words denoting the masculine gender include the feminine and neuter genders;
- 1.2.3. words importing persons include companies, associations or bodies of persons whether corporate or not;
- 1.2.4. the words:
 - 1.2.4.1. “may” shall be construed as permissive; and
 - 1.2.4.2. “shall” shall be construed as imperative; and
- 1.2.5. unless otherwise provided in these Bye-laws, words or expressions defined in the Companies Act shall bear the same meaning in these Bye-laws.
- 1.3. In these Bye-laws expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.
- 1.4. Headings used in these Bye-laws are for convenience only and are not to be used or relied upon in the construction hereof.

REGISTERED OFFICE

2. Registered Office

- 2.1. The Registered Office shall be at such place in Bermuda as the Board shall from time to time appoint.

MEMBERS

3. Members

- 3.1. The subscribers to the memorandum of association of the Federation and such other persons as are admitted to membership in accordance with the Bye-Laws and the Rules shall be members of the Federation. No person shall be admitted as a member of the Federation unless approved by the directors.
- 3.2. Members of the Federation shall be in the following categories:
 - 3.2.1. Corporate Members being Clubs whose application for membership has been approved by the Board and who have paid the annual fees required by the Federation as set out in this Bye-Law 3; or
 - 3.2.2. Honorary Members, being such individuals as the Board may approve as Honorary Members who are not current members or affiliates of any Corporate Member and who have experience in, or regarding, the Sport, which the Board considers would be of benefit to the Federation.

- 3.3. Every person who wishes to become a member shall deliver to the Federation an application for membership in such form as the directors require to be executed by them and pay such annual fee as the directors may from time to time determine.
- 3.4. Applicants for Corporate Membership must include with their application a copy of their organization's constitution and rules (if any), and show evidence of at least ten (10) registered athletes.
- 3.5. The Board shall rule on any application for membership following a satisfactory review of the applicant's qualifications for membership and communicate its decision within 60 (sixty) days of receipt of the application.
- 3.6. An applicant for membership in the Association shall not be entitled to attend any meeting of the Association unless the membership has been approved at a meeting of the Board held before the date of the meeting concerned and the required fees have been paid.
- 3.7. Membership shall be on an annual basis to coincide with the Federation's fiscal year end.
- 3.8. Each Member shall pay the annual fees, which shall be determined by the Board and shall be payable at such time as determined by the Board.
- 3.9. Membership shall be personal to the Member and shall not be transferable or transmissible by the act of the Member or by operation of law.
- 3.10. Membership shall cease automatically on any Member's death, winding up or dissolution as the case may be.
- 3.11. A Member shall also cease to be a member of the Federation if that Member:
 - 3.11.1. At any time gives seven clear days' written notice of withdrawal from Membership to the Secretary.
 - 3.11.2. is expelled by the Federation by a resolution passed by a two thirds majority in number of the votes of the Members present and entitled to vote at any general meeting of the Federation and where the Members have been given prior notice in writing of such resolution.
 - 3.11.3. fails to pay the annual fees by the due date.
 - 3.11.4. if the conduct of any Member is such as shall in the opinion of the Board be injurious to the character or interests of the Federation or render that Member unfit to remain a Member of the Federation, or if any Member shall refuse or wilfully neglect to comply with any of these Articles or the Rules.
 - 3.11.5. has their membership terminated in accordance with the Complaints & Disciplinary Procedures and Rules or the Rules.

- 3.12. Cessation of Membership howsoever occurring shall not entitle the Member to repayment of the whole or any part of any contribution or subscription they have previously paid and shall be without prejudice to the Member's liability to pay any contribution or subscription which has become due and payable before such cessation.
- 3.13. Every Member shall further, to the best of their ability, the objects, interests and influence of the Federation.
- 3.14. Every Member must comply with the following conditions of membership, that the Member:
 - 3.14.1. agrees to be bound by the Ethics and Welfare Guidelines;
 - 3.14.2. agrees to be bound by the Federation's Complaints and Disciplinary Procedures and Rules;
 - 3.14.3. agrees to comply with these Bye-laws and the Rules; and
 - 3.14.4. agrees to comply with the Rules of Competition and all the procedures, requirements and other rules of FIG, USAG or USAIGC as the case may be;
 - 3.14.5. shall not have rules, bye-laws, procedures and standing orders that are in conflict with any provision of these Bye-laws or the Rules.

4. Register of Members

- 4.1. The Secretary shall establish and maintain the Register of Members at the Registered Office in the manner prescribed by the Companies Act. Unless the Board otherwise determines, the Register of Members shall be open to inspection in the manner prescribed by the Companies Act between 10.00 a.m. and 12.00 noon on every working day.

5. Guarantee Fund

- 5.1. The liability of the members is limited.
- 5.2. Every person who is a Member of the Federation undertakes to contribute to the assets of the Federation in the event of the same being wound up while that person is a member, or within one year after ceasing to be a member, for payment of the Federation's debts and liabilities contracted before ceasing to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the Members amongst themselves, such an amount as may be required not exceeding one hundred Bermuda dollars (BD\$100.00).

6. Good standing

- 6.1. A Member of the Federation shall be in good standing if he, she or it:
- 6.1.1. has not resigned from the Association;
 - 6.1.2. owes no outstanding membership fees or other debts to the Association;
 - 6.1.3. has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon them;
 - 6.1.4. has complied with the Bye-laws, policies and rules of the Association;
 - 6.1.5. is not subject to a disciplinary investigation or action of the Association.
- 6.2. A Member who ceases to be in good standing shall not be entitled to the benefits and privileges of membership in the Federation, including the right to vote, until such time as the Board is satisfied that such Member has been restored to good standing.

7. Voting Members

- 7.1. Subject to compliance with the conditions set down in Bye-law 3, Corporate Members shall have the following rights:
- 7.1.1. the right to notice of, and to attend at, general meetings of the Company; the right to speak at general meetings of the Company;
 - 7.1.2. the right to a vote on any proposed resolution at a general meeting of the Company; and
 - 7.1.3. the right to nominate persons to stand for election to any office of the Company subject to compliance with the Company's nomination procedures as set out in Bye-law 15.

8. Honorary Members

- 8.1. Subject to compliance with the conditions set down in Bye-law 3, Honorary Members shall have the right to notice of, and to attend at, general meetings of the Company; and the right to speak at general meetings of the Company;
- 8.2. Honorary Members shall not have a right to vote at general meetings of the Company.

AFFILIATES

9. Affiliates

- 9.1. Each application for acceptance as an Affiliate shall be submitted and considered in accordance with the Rules. Each Affiliate shall be required to pay an annual fee to be determined by the Board. For the avoidance of doubt Affiliates shall not be Members of the Federation unless they have applied for and been granted Corporate Membership, in which case they will cease to be Affiliates.

MEETING OF MEMBERS

10. General Meetings and Written Resolutions

- 10.1. The Board shall convene and the Federation shall hold general meetings as Annual General Meetings in accordance with the requirements of the Companies Act at such times and places as the Board shall appoint. The Board may, whenever it thinks fit, and shall, when required by the Companies Act, convene general meetings other than Annual General Meetings which shall be called Special General Meetings.
- 10.2. The Board shall, on the requisition of Corporate Members holding at the date of the deposit of the requisition not less than one-tenth of the votes of the Company in general meeting as determined at the record date for the last preceding general meeting, forthwith proceed to convene a special general meeting and the provisions of the Companies Act shall apply.
- 10.3. Except in the case of the removal of auditors and Directors, anything which may be done by resolution of the Federation in general meeting or by resolution of a meeting of the Members of the Federation may, without a meeting and without any previous notice being required, be done by resolution in writing, signed on behalf of all of the Corporate Members, being all of the Corporate Members of the Federation who at the date of the resolution in writing would be entitled to attend a meeting and vote on the resolution. Such resolution in writing may be signed on behalf of all the Corporate Members of the Federation in as many counterparts as may be necessary.
- 10.4. For the purposes of this Bye-Law, the date of the resolution in writing is the date when the resolution is signed on behalf of the last Corporate Member to sign and any reference in any enactment to the date of passing of a resolution is, in relation to a resolution in writing made in accordance with this section, a reference to such date.
- 10.5. A resolution in writing made in accordance with this Bye-Law is as valid as if it had been passed by the Federation in general meeting or, if applicable, by a meeting of the Members of the Federation, as the case may be. A resolution in writing made in accordance with this section shall constitute minutes for the purposes of the Companies Act and these Bye-Laws.

11. Notice of General Meetings

- 11.1. An Annual General Meeting shall be called by not less than 14 days' notice in writing and a Special General Meeting shall be called by not less than 10 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, day and time of the meeting, and, in the case of a Special General Meeting, the general nature of the business to be considered. Notice of every general meeting shall be given in any manner permitted by

Bye-Law 14 to all Members.

- 11.2. Notwithstanding that a meeting of the Federation is called by shorter notice than that specified in this Bye-Law, it shall be deemed to have been duly called if it is so agreed:-
 - 11.2.1. in the case of a meeting called as an Annual General Meeting, by all the Members entitled to attend and vote thereat;
 - 11.2.2. in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together not less than 95 per cent of the total voting rights at the meeting of all Members.
- 11.3. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

12. Record Dates

- 12.1. Notwithstanding any other provisions of these Bye-Laws, the Federation may by Resolution, or the Board, may fix any date as the record date for the purpose of identifying the persons entitled to receive notices of general meetings. Any such record date may be on or at any time before any date on which such notice is dispatched.

13. Proceedings at General Meetings

- 13.1. A Corporate Member may authorise such person as it thinks fit to act as its representative at any meeting of the Members of the Federation and the person so authorised shall be entitled to exercise on behalf of the Corporate Member which he or she represents the powers of that Corporate Member as a Member of the Federation
- 13.2. .No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment, choice or election of a chairman, which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Bye-Laws, three Corporate members holding at least 10% of the votes, represented by corporate representative or by proxy shall be a quorum for all purposes; provided, however, that if the Federation shall have less than three Corporate Members, both Corporate Members (if there are two), or the one remaining Corporate Member (if there is only one), present by representative or by proxy shall constitute the necessary quorum.
- 13.3. If within five minutes (or such longer time as the chairman of the meeting may determine to wait) after the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to such other day and such other time and place as the chairman of the meeting may determine and at such adjourned meeting the Corporate Members present by representative shall be a quorum provided that if the Federation shall have only one

Corporate Member, one Corporate Member present by representative shall constitute the necessary quorum. The Federation shall give not less than 7 days' notice of any meeting adjourned through want of a quorum.

- 13.4. A meeting of the Members may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and participation in such a meeting shall constitute presence in person at such meeting.
- 13.5. Each Director shall be entitled to attend and speak at any general meeting of the Federation.
- 13.6. The President, or in his or her absence, the Vice President, shall preside as chairman at every general meeting. If there is no such President or Vice President, or if at any meeting neither the President nor the Vice President is present within five minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the persons present and entitled to vote shall elect one of their number to be chairman.
- 13.7. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for three months or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 13.8. Save as expressly provided by these Bye-Laws, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. Giving Notice and Access

- 14.1. A notice may be given by the Federation to a Member:
 - 14.1.1. by delivering it to such Member in person; or
 - 14.1.2. by sending it by hand, mail or courier to such Member's address in the Register of Members; or
 - 14.1.3. by transmitting it by electronic means (including facsimile and electronic mail, but not telephone) in accordance with such directions as may be given by such Member to that Federation for such purpose.
- 14.2. Any notice (save for one delivered in accordance with Bye-law 14.3 shall be deemed to have been served at the time when the same would be delivered in the ordinary course of transmission and, in providing such service, it shall be sufficient to prove that the notice was properly addressed and prepaid, if posted, and the time when it was posted,

delivered to the courier or transmitted by electronic means.

- 14.3. Where a Member indicates his consent (in a form and manner satisfactory to the Board) to receive information or documents by accessing them on a website rather than by other means, the Board may deliver such information or documents by notifying the Member of their availability and including therein the address of the website, the place on the website where the information or document may be found, and instructions as to how the information or document may be accessed on the website.
- 14.4. In the case of information or documents delivered in accordance with Bye-law 14.3, service shall be deemed to have occurred when (i) the Member is notified in accordance with that Bye-law; and (ii) the information or document is published on the website.
- 14.5. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

15. Notice of Nominations of Directors

- 15.1. Only persons who are nominated in accordance with the procedures set out in this Bye-Law 15 shall be eligible for election as directors to the Board. Nominations of persons for election to the Board may only be made at:
 - 15.1.1. an annual general meeting, or
 - 15.1.2. at a special general meeting called for any purpose which includes the election of directors to the Board, as follows:
 - 15.1.2.1. by or at the direction of the Board or an authorized Officer, including pursuant to a notice of meeting;
 - 15.1.2.2. by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the provisions of Bye-Law 22 or a requisition of Members made in accordance with the provisions of Bye-Law 10.2;
 - 15.1.2.3. by any Corporate Member entitled to vote at such meeting or any Honorary Member (a "Nominating Member"), who: (A) at the close of business on the date of giving notice provided for in Bye-Law 15.3 below and on the record date for notice of such meeting and the date of such meeting, is either entered in the Register of Members carrying the right to vote at such meeting; and (B) has given timely notice in proper written form as set forth in this Bye-Law 15.
- 15.2. For the avoidance of doubt, the foregoing Bye-Law 15.1 shall be the exclusive means for any person to bring nominations for election to the Board before any annual general

meeting or any special general meeting.

- 15.3. For a nomination made by a Nominating Member to be timely notice (a “Timely Notice”), the Nominating Member’s notice must be received by the Secretary at the Registered Office:

15.3.1. in the case of an annual general meeting, not later than the close of business on the 10th day before the date of the meeting;

15.3.2. in the case of a special general meeting (which is not also an annual general meeting) called for any purpose which includes the election of directors to the Board, not later than the close of business on the 10th day following the day on which the notice of the date of the special general meeting is made by the Federation.

- 15.4. The time periods for giving of a Timely Notice shall in all cases be determined based on the original date of the annual general meeting or notice announcement of the annual general meeting or special general meeting, as applicable. In no event shall an adjournment or postponement of an annual general meeting or special general meeting or any announcement thereof commence a new time period for the giving of a Timely Notice.

- 15.5. To be in proper written form, a Nominating Member’s notice to the Secretary must disclose or include, as applicable, as to each person whom the Nominating Member proposes to nominate for election as a director (a “Proposed Nominee”):

15.5.1. their name, business and residential address, country of residence and principal occupation or employment;

15.5.2. any other information that would be required to be disclosed in all other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Companies Act or as required by applicable Charities Act 2014 requirements.

- 15.6. All information to be provided in a Timely Notice pursuant to Bye-Law 15.5 shall be provided as of the record date for determining Members entitled to vote at the meeting (if such date shall then have been publicly announced) and as of the date of such notice.

- 15.7. Notwithstanding any other provision of these Bye-Laws, any notice, or other document or information required to be given to the Secretary pursuant to this Bye-Law 15 may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Secretary for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the Registered Office, email (at the address as aforesaid) or

sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Bermuda time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.

- 15.8. The chair of any meeting of Members of the Federation shall have the power to determine whether any proposed nomination is made in accordance with the provisions of this Bye-Law 15, and if any proposed nomination is not in compliance with such provisions, must declare that such defective nomination shall not be considered at any general meeting of Members.
- 15.9. Despite any other provision of this Bye-Law 15, if the Nominating Member (or a qualified representative of the Nominating Member) does not appear at the meeting of Members of the Federation to present the nomination of the Proposed Nominee, such nomination shall be disregarded, notwithstanding that proxies in respect of such nomination may have been received by the Federation.
- 15.10. Nothing in this Bye-Law 15 shall obligate the Federation or the Board to include in any information or proxy circular or other Member communication distributed by or on behalf of the Federation or Board any information with respect to any proposed nomination or any Nominating Member or Proposed Nominee.
- 15.11. The Board may, in its sole discretion, waive any requirement of this Bye-Law 15.

16. Voting

- 16.1. Save where a greater majority is required by the Companies Act or these Bye-Laws, any question proposed for consideration at any general meeting shall be decided on by a simple majority in number of votes cast.
- 16.2. Subject to Bye-law 10.2, at any general meeting a resolution put to the vote of the meeting shall be voted upon by poll, as follows:
- 16.2.1. Corporate Members with 10 to 100 registered athletes shall be entitled to 1 vote:
- 16.2.2. Corporate Members with 101 to 250 registered athletes shall be entitled to 2 votes:
- 16.2.3. Corporate Members with 251 or more registered athletes shall be entitled to 3 votes:
- 16.3. Where a resolution is proposed which relates to a particular Discipline, only Corporate Members with athletes registered in that Discipline may vote on such resolution and

each such Corporate Member will be entitled to the percentage of votes on that resolution which the number of that Corporate Members' athletes registered in that Discipline as at the Record Date bears to the total number of athletes registered in that Discipline of all the Corporate Members present by representative or by proxy and voting at the meeting.

16.4. If:

16.4.1. any objection shall be raised to the qualification of any voter or

16.4.2. any votes have been counted which ought not to have been counted or which might have been rejected or

16.4.3. any votes are not counted which ought to have been counted,

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

DIRECTORS AND OFFICERS

17. Appointment and Removal of Directors

17.1. The number of Directors shall be such number not less than two (2) and not more than seven (7) as the Federation by Resolution may from time to time determine and, subject to the Companies Act and these Bye-Laws, shall serve until re-elected or their successors are appointed in accordance with this Bye-law.

17.2. The Federation shall at the Annual General Meeting and may by Resolution determine the minimum and the maximum number of Directors and may by Resolution determine that one or more vacancies in the Board shall be deemed casual vacancies for the purposes of these Bye-Laws. Without prejudice to the power of the Federation by Resolution in pursuance of any of the provisions of these Bye-Laws to appoint any person to be a Director, the Board, so long as a quorum of Directors remains in office, shall have power at any time and from time to time to appoint any individual to be a Director so as to fill a casual vacancy. A Director so appointed shall hold office only until the following Annual General Meeting (and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting).

17.3. At least one member of the Board shall be an Honorary Member. Honorary Members who are members of the Board shall not have the right to vote at Board Meetings.

- 17.4. No more than two individuals from any one Corporate Member shall be members of the Board at any one time.
- 17.5. The Board shall meet at least four times per year.
- 17.6. At every Annual General Meeting one third of the Directors shall retire from office (or, if their number is not three or a multiple of three, the number below, but nearest to one-third shall retire from office) but:
- 17.6.1. if any Director has at the start of the Annual General Meeting been a Director for more than three years since the later of his last appointment or re-appointment and the date of the adoption of these Bye-Laws, he shall retire; and
- 17.6.2. if there is only one Director who is subject to retirement by rotation, he shall retire.
- 17.7. Subject to these Bye-Laws, and unless any Director or Directors voluntarily retire, the Directors to retire by rotation shall be those who have been a Director longest since their last appointment or re-appointment. As between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The Directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the Board at the date of the notice convening the annual general meeting. No Director shall be required to retire or be relieved from retiring or be retired by reason of any change in the number or identity of the Directors after the date of the notice, but before the close of the meeting.
- 17.8. Any Director retiring by rotation at an Annual General Meeting will be eligible for re-appointment and will retain office until the close of the meeting at which he retires or (if earlier) until a Resolution is passed at that meeting not to fill the vacancy or the Resolution to re-appoint him is put to a vote at the meeting and is lost.
- 17.9. If the Federation, at the meeting at which a Director retires by rotation, does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a Resolution for the re-appointment of the Director is put to the meeting and lost.
- 17.10. No person other than a Director retiring by rotation shall be appointed a Director at any general meeting unless he is recommended by the Board or he has been nominated in accordance with Bye-law15.
- 17.11. All Directors, upon election or appointment, except upon re-election or re- appointment at an Annual General Meeting, must provide written acceptance of their appointment, in

such form as the Board may think fit, by notice in writing to the Registered Office within ten days of their appointment.

- 17.12. The Federation may in a Special General Meeting called for that purpose remove a Director provided notice of any such meeting shall be served upon the Director concerned not less than 14 days before the meeting and he shall be entitled to be heard at that meeting. Any vacancy created by the removal of a Director at a Special General Meeting may be filled at the Meeting by the election of another Director in his place or, in the absence of any such election, by the Board.

18. Resignation and Disqualification of Directors

- 18.1. The office of a Director shall be vacated upon the happening of any of the following events, if he or she:
- 18.1.1. resigns his office by notice in writing delivered to the Secretary or tendered at a meeting of the Board;
 - 18.1.2. becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health and the Board resolves that his office is vacated;
 - 18.1.3. becomes bankrupt or compounds with his creditors;
 - 18.1.4. is prohibited by law from being a Director;
 - 18.1.5. ceases to be a Director by virtue of the Companies Act or is removed from office pursuant to these Bye-Laws.
 - 18.1.6. shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated.
- 18.2. The Federation in general meeting may by resolution, of which notice has been given in accordance with Section 93 of the Act, remove any director before the expiration of his term of office notwithstanding anything to the contrary in these Bye-Laws or in any agreement between such director and the Federation provided that such director may have a claim for damages for breach of any contract of service between him and the Federation.
- 18.3. The Federation in general meeting may by resolution appoint another person in place of a director removed from office in accordance with Bye-Law 18.2. Without prejudice to the powers of the Board under Bye-Law 17.2 and subject to Bye-Law 17.7, the Federation in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

- 18.4. The person appointed to fill any vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

19. Fees and Remuneration

- 19.1. Subject to Bye-Laws 20.1 and 21.4 all income and property of the Federation shall be applied solely towards the promotion of its objects as set out in the Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Federation and no Director of its Board shall be appointed to any office of the Federation paid by salary or fees or receive any remuneration or other benefit in money, or money's worth from the Federation.

20. Directors' Interests

- 20.1. Notwithstanding Bye-law 19 a Director may act by himself or his firm in a professional capacity for the Federation (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
- 20.2. Subject to the provisions of the Companies Act, a Director may notwithstanding his office be a party to, or otherwise interested in, any transaction or arrangement with the Federation or in which the Federation is otherwise interested; and be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Federation or in which the Federation is interested. The Board may also cause the voting power in any other company held or owned by the Federation to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.
- 20.3. So long as, where it is necessary, he declares the nature of his interest at the first opportunity at a meeting of the Board or by writing to the Directors as required by the Companies Act, a Director shall not by reason of his office be accountable to the Federation for any benefit which he derives from any office or employment to which these Bye-Laws allow him to be appointed or from any transaction or arrangement in which these Bye-Laws allow him to be interested, and no such transaction or arrangement shall be liable to be avoided on the ground of any interest or benefit.
- 20.4. Subject to the Companies Act and any further disclosure required thereby, a general notice to the Directors by a Director or officer declaring that he is a director or officer or has an interest in a person and is to be regarded as interested in any transaction or

arrangement made with that person, shall be a sufficient declaration of interest in relation to any transaction or arrangement so made.

21. Powers and Duties of the Board

- 21.1. Subject to the provisions of the Companies Act and these Bye-Laws and to any directions given by the Federation by Resolution, the Board shall manage the business of the Federation and may pay all expenses incurred in promoting and incorporating the Federation and may exercise all the powers of the Federation. No alteration of these Bye-Laws and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Bye-Law shall not be limited by any special power given to the Board by these Bye-Laws and a meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board.
- 21.2. The Board may exercise all the powers of the Federation to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Federation.
- 21.3. All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for money paid to the Federation shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 21.4. Notwithstanding Bye-Law 19 the Board may from time to time appoint one or more of its body to be a managing director, joint managing director or an assistant managing director or to hold any other employment or executive office with the Federation for such period and upon such terms as the Board may determine and may revoke or terminate any such appointments. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Federation or the Federation may have against such Director for any breach of any contract of service between him and the Federation which may be involved in such revocation or termination.

22. Register of Directors and Officers

- 22.1. The Secretary shall establish and maintain a register of the Directors and Officers of the Federation as required by the Companies Act. The Register of Directors and Officers shall be open to inspection in the manner prescribed by the Companies Act between 10:00 a.m. and 12:00 noon on every working day.

23. Appointment of Officers

23.1. The officers of the Federation shall include:

23.1.1. a President and a Vice President (who shall act as the Secretary General), who shall be Directors, and

23.1.2. A Secretary;

23.1.3. A Treasurer.

23.2. The officers shall be appointed by the Board as soon as possible after the statutory meeting and each Annual General Meeting. No more than one individual from any one Corporate Member shall be an officer of the Federation at any one time.

23.3. Any person appointed pursuant to this Bye-Law shall hold office for such period and upon such terms as the Board may determine and the Board may revoke or terminate any such appointment. Any such revocation or termination shall be without prejudice to any claim for damages that such officer may have against the Federation or the Federation may have against such officer for any breach of any contract of service between him and the Federation which may be involved in such revocation or termination. Save as provided in the Companies Act or these Bye-Laws, the powers and duties of the officers of the Federation shall be such (if any) as are determined from time to time by the Board.

24. Duties of Officers

24.1. The Officers shall have such powers and perform such duties in the management, business and affairs of the Federation as may be delegated to them by the Board from time to time.

25. Delegation of the Board's Powers

25.1. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Federation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-Laws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney and of such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

25.2. The Board may entrust to and confer upon any Director or officer any of the powers exercisable by it upon such terms and conditions with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to

time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.

- 25.3. The Board may delegate any of its powers, authorities and discretions to committees, consisting of such person or persons (whether a member or members of its body or not) as it thinks fit. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed upon it by the Board.

26. Indemnity

- 26.1. Subject to the proviso below, every Director, officer of the Federation and member of a committee constituted under Bye-Law 25 shall be indemnified out of the funds of the Federation against all civil liabilities, loss, damage or expense (including but not limited to liabilities under contract, tort and statute or any applicable foreign law or regulation and all reasonable legal and other costs and expenses properly payable) incurred or suffered by him as such Director, officer or committee member and the indemnity contained in this Bye-Law shall extend to any person acting as a Director, officer or committee member in the reasonable belief that he has been so appointed or elected notwithstanding any defect in such appointment or election PROVIDED ALWAYS that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons.
- 26.2. Every Director, officer and member of a committee duly constituted under Bye-Law 26 of the Federation shall be indemnified out of the funds of the Federation against all liabilities incurred by him as such Director, officer or committee member in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Act in which relief from liability is granted to him by the court.
- 26.3. To the extent that any Director, officer or member of a committee duly constituted under Bye-Law 26 is entitled to claim an indemnity pursuant to these Bye-Laws in respect of amounts paid or discharged by him, the relative indemnity shall take effect as an obligation of the Federation to reimburse the person making such payment or effecting such discharge.

MEETINGS OF THE BOARD OF DIRECTORS

27. Notice of Board Meetings

- 27.1. A Director may, and the Secretary or Assistant Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director verbally (including in person or by telephone) or otherwise communicated or sent to such Director by post,

electronic means, or other mode of representing words in visible a form at such Director's last known address or in accordance with any other instructions given by such Director to the Federation for this purpose.

28. Telephonic or Electronic Participation in Meetings

- 28.1. A meeting of the Board or a committee appointed by the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of Directors (or members of the committee) participating in the meeting is physically assembled or, if there is no such group, where the chairman of the meeting then is.

29. Quorum at Board Meetings

- 29.1. The quorum necessary for the transaction of business may be fixed by the Board and, unless so fixed at any other number shall be three individuals including one who is an Honorary Member. Any Director who ceases to be a Director at a meeting of the Board may continue to be present and to act as a Director and be counted in the quorum until termination of the meeting if no other Directors objects and if otherwise a quorum of Directors would not be present.
- 29.2. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract, transaction or arrangement with the Federation and has complied with the provisions of the Companies Act and these Bye-Laws with regard to disclosure of his interest shall be entitled to vote in respect of any contract, transaction or arrangement in which he is so interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present.

30. Board to Continue in the Event of Vacancy

- 30.1. The Board may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by these Bye-laws as the quorum necessary for the transaction of business at meetings of the Board, the continuing Directors or Director may act for the purpose of (i) summoning a general meeting; or (ii) preserving the assets of the Federation (iii) filling a vacancy.

31. Miscellaneous

- 31.1. Unless otherwise agreed by a majority of the Directors attending, the President, or in his or her absence the Vice President, shall act as chairman at all meetings of the Board at which such person is present. In their absence a chairman shall be appointed or elected

by the Directors present at the meeting.

- 31.2. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in these Bye-Laws for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board.
- 31.3. A resolution signed by all the Directors, which may be in counterparts, shall be as valid as if it had been passed at a meeting of the Board duly called and constituted, such resolution to be effective on the date on which the last Director signs the resolution.
- 31.4. All acts done by the Board or by any committee or by any person acting as a Director or member of a committee or any person duly authorised by the Board or any committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated their office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director, member of such committee or person so authorised.

CORPORATE RECORDS

32. Minutes

32.1. The Directors shall cause minutes to be made and books kept for the purpose of recording
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- 32.1.1. all appointments of officers made by the Directors;
- 32.1.2. the names of the Directors and other persons (if any) present at each meeting of Directors and of any committee;
- 32.1.3. all resolutions and proceedings at meetings of the Federation, of the members the Federation, meetings of managers (if any) and of committees;

33. Form and Use of Seal

- 33.1. The Federation may adopt a seal in such form as the Board may determine. The Board may adopt one or more duplicate seals for use in or outside Bermuda.
- 33.2. A seal may, but need not be affixed to any deed, instrument, share certificate or document, and if the seal is to be affixed to such deed, instrument, share certificate or document,, it shall be attested by the signature of (i) any Director, or (ii) any Officer, or (iii) the Secretary, or (iv) any person authorised by the Board for that purpose.

ACCOUNTS

34. Accounting Records

- 34.1. The Board shall maintain records of account with respect to all transactions of the Federation and in particular with respect to:
- 34.1.1. all amounts of money received and expended by the Federation and the matters in respect of which the receipt and expenditure relates;
 - 34.1.2. all sales and purchases of goods by the Federation; and
 - 34.1.3. all assets and liabilities of the Federation.
- 34.2. Such records of account shall be kept at the Registered Office, or subject to the Companies Act, at such other place as the Board thinks fit and shall be available for inspection by the Directors during normal business hours.
- 34.3. A copy of every balance sheet and statement of income and expenditure, including every document required by law to be annexed thereto, which is to be laid before the Federation in general meeting, together with a copy of the auditors' report, shall be sent to each person entitled thereto in accordance with the requirements of the Companies Act .

AUDITS

35. Audit

- 35.1. Subject to any rights to waive the laying of accounts or the appointment of an Auditor pursuant to the Companies Act, the accounts of the Federation shall be audited at least once in every year.

36. Appointment of Auditor

- 36.1. Subject to the Companies Act and provided that the Members have not waived the requirement to hold an annual general meeting or appoint an Auditor, at the annual general meeting or at a subsequent special general meeting in each year, an independent representative of the Members shall be appointed by them as Auditor of the accounts of the Federation.
- 36.2. The Auditor may be a Member but no Director, Officer or employee of the Federation shall, during his continuance in office, be eligible to act as an Auditor of the Federation.
- 36.3. The Auditor appointed by the Members shall continue to hold office until a successor is appointed by the Members or, if the Members fail to do so, until the Board appoints a

successor.

CHANGES TO CONSTITUTION

37. Alteration of Bye-laws

- 37.1. No Bye-law may be rescinded, altered or amended and no new Bye-law may be made save in accordance with the Companies Act and until such amendment or alteration has been approved by a resolution of the Board and by a resolution of the Members.

38. Alteration or amendment of Memorandum

- 38.1. No alteration or amendment to the Memorandum may be made save in accordance with the Companies Act and until such alteration or amendment has been approved by a resolution of the Board and by a resolution of the Members.

RULES AND DISCIPLINARY MATTERS

39. Rules

- 39.1. Subject to the Memorandum of Association and these Bye-Laws, the Board shall make the Rules which shall be such rules as the Board deems appropriate for the operation and conduct of the affairs and functions of the Federation.
- 39.2. The Board shall have the power from time to time to make, alter and repeal all such Rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Federation, provided always that such new Rules, or alterations or repeals thereof, shall have been put before the members of the Board, and passed by a majority of the said members. The Board shall adopt such means as they deem sufficient to bring to the notice of the Members all such alterations and repeals, and all such Rules, so long as they are in force, shall be binding upon all Members of the Federation provided always that no Rules shall be inconsistent with or shall effect or repeal anything contained in the memorandum or bye-laws of the Federation or constitute such an amendment of or addition to these present.
- 39.3. For the avoidance of any doubt the rules made pursuant to this clause shall not be taken to be part of these Bye-Laws, and in the event of any conflict between the Rules and these Bye-laws, these Bye-laws shall prevail.

40. Anti-doping Rules

- 40.1. The anti-doping rules of the Federation are the Anti-Doping Rules set by the Bermuda Sport Anti-Doping Authority as amended from time to time. The Federation accepts the right of FIG, the Bermuda Sport Anti-Doping Authority, the Bermuda Olympic

Association, or duly authorised representatives of such bodies, to dope test, in accordance with law, any gymnasts both in competition and out of competition (i.e. unannounced testing).

41. Breach of Bye-laws or Rules

- 41.1. The Board shall have the power to discipline any Member, Club, or Affiliate when it is satisfied there has been any breach of these Bye-Laws, the Rules or the Rules of Competition or the equivalent constitutional provisions of its affiliated bodies, or where there has been conduct likely to bring the Federation or the Sport into disrepute.
- 41.2. The Board may, without limitation, suspend membership of any person or body, impose fines on, remove recognition of titles won or records achieved by, caution or censure any such person or body.
- 41.3. The Board may suspend the membership of any person or body pending the outcome of any investigation process.
- 41.4. The Board may delegate the exercise of its disciplinary functions to specific sub-committees of the Board, created with specific remits and devolved decision making authorities, subject to final approval by the Board.
- 41.5. In cases where doping is alleged or suspected or is or may be an issue, the Federation shall follow the procedures and rules referred to in Bye-law40. Subject to those procedures and rules, the Board may establish an appeals and/or review procedure for such cases.
- 41.6. The Board shall adopt such Rules as it deems necessary to govern its complaints and disciplinary procedures against any Member, Club, or Affiliate.

MISCELLANEOUS

42. Winding Up

- 42.1. If upon the winding up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other charitable body or bodies having objects similar to those of the Federation (whether or not in relation to the Sport) and which shall prohibit the distribution of its or their income and property to an extent at least as great as that imposed on the Federation under or by virtue of this Bye-Law 49 and section 9 of the Companies Act, such body or bodies to be determined by the Members of the Federation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable body.

