

## 1. CORPORATION

- 1.1. This Corporation shall be named the Collingwood Cycling Club.
- 1.2. This Corporation shall be registered with the Government of Ontario under the requirements of the *Not-for-Profit Corporations Act, 2010* (Ontario).
- 1.3. This Corporation shall also be registered with the appropriate governing bodies of cycling sport.
- 1.4. Interpretation: Other than as specified in this Section, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.
- 1.5. Definitions: In this by-law, unless the context otherwise requires:
  - a) "**Act**" means the Not-for-Profit Corporations Act, 2010 (Ontario), and where context requires, includes the regulations made under it, all as amended from time to time.
  - b) "**AGM**" means Annual General Meeting.
  - c) "**Articles**" means collectively the instruments that incorporate the Club or modify its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act.
  - d) "**Board**" means the Board of Directors of the Club.
  - e) "**By-law**" means this by-law of the Club.
  - f) "**CCC**" means Collingwood Cycling Club.
  - g) "**CC**" means the Cycling Canada organization.
  - h) "**Chair**" means the individual appointed by the Board as Chair of the Board, who will also serve as the President of the Club.
  - i) "**Club**" means the Collingwood Cycling Club, a Corporation without share capital that may be abbreviated to CCC for easy community recognition.
  - j) "**Consent Resolution**" means a resolution document signed by all Directors entitled to vote on that resolution at a meeting of the Board of Directors or a Committee of Directors that is as if it had been passed at a meeting of Directors or of a Committee of Directors.
  - k) "**Director**" means an individual elected or appointed to the Board to manage or supervise the activities and affairs of the Corporation.
  - l) "**Fees**" includes all fees, dues, levies and other amounts that a Member is required to pay annually in respect of their Membership.
  - m) "**Members**" means Full Members which is the sole voting class of Membership within the Club - each Full Member entitled to one vote at meetings of Membership.
  - n) "**OC**" means the Ontario Cycling organization.
  - o) "**Officer**" means the President, Vice President(s), Secretary, and Treasurer of the Club who are also Directors of the Club.

- p) "**Ordinary Resolution**" means a resolution that is submitted to a Members' meeting or within a Board meeting or Committee meeting and passed at the meeting, with or without amendment, by a majority (50% + 1) of the votes cast (see section 9.10 for quorum requirements).
- q) "**Policy**" means any rule adopted by the Board from time to time, deemed necessary or desirable in connection with the management of the Club's activities and affairs and the conduct of the Directors, Officers and Members, but any Policy must be consistent with the Act, this by-law and any other by-laws of the Club. This includes but is not limited to the Club's Discipline and Complaints Policy and Code of Conduct Policy adopted by the Board.
- r) "**Secretary**" means the individual appointed by the Board as Secretary of the Board.
- s) "**Special Business**" has the meaning specified in the Act and includes any business other than consideration of the financial statements, consideration of the audit report (if any), an extra Ordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, election of Directors and reappointment of the incumbent auditor or appointment of a new auditor.
- t) "**Special Resolution**" means a resolution that is submitted to a special Members' meeting duly or within a Board meeting called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast (see section 9.10 for quorum requirements).
- u) "**Treasurer**" means the individual appointed by the Board as Treasurer of the Board.
- v) "**Vice President**" means the individual appointed by the Board as a Vice President of the Board.
- w) "**Virtual**" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, e-mail, automated touch-tone telephone system, computer or computer networks.

## 2. AFFILIATIONS

- 2.1. The Club shall be registered with limited liability with the Government of Ontario.
- 2.2. The Club shall be registered with the OC, and through this affiliation with the CC.
- 2.3. The Club may affiliate with any other cycling organizations if this is approved by the Directors of the Club, provided that it is beneficial to all Members, or a significant number of Members, or becomes a requirement of either of the Government or the OC or if it is approved by an Ordinary Resolution at the Annual General Meeting.
- 2.4. Club Members may join other bodies without restriction provided that this is not precluded by either of the two affiliate organizations noted above.
- 2.5. Members joining other clubs must clearly inform all concerned clubs and must designate one as their first claim, for whom they will participate in OC events.

## 3. OBJECTIVES

- 3.1. The primary objective of the Club shall be to promote the sport of cycling in all its forms.

## 4. CLUB MANAGEMENT, DIRECTORS AND OFFICERS

- 4.1. Subject to complying with the Act, the Board shall consist of a minimum of six (6) and a maximum of twelve (12) Directors with a target of nine (9) Directors. Minimally the Board consists of four (4) Officers: a President, a Vice-President, a Secretary and a Treasurer. Directors' terms of office are determined from time to time by Board resolution. All Directors must satisfy the criteria set out in section 4.4 and shall be elected by the voting Members.

- 4.2. The management of the Club shall be vested in the elected Directors.
- 4.3. **Term:** The term of office for the elected Directors in their elected position is up to two (2) years per term. Total terms of office under any elected position are not to exceed six (6) years, except in circumstances where the Board may not be able to meet key requirements to carry out its duties (e.g. requirement for a minimum of six Directors), in which case a Director may be extended for one additional term. Except for Officers, terms of office (see 4.6) may be staggered (one or two years) in order to enable a smooth transition of incoming and outgoing Directors. If any Director becomes unable or unavailable to perform the requisite duties, the remaining Directors shall co-opt an additional Club Member to fulfill the duties of the unavailable Director on an interim basis.
- 4.4. Directors of the Club shall be paid-up Members in good standing.
- 4.5. Prior to the AGM, the Board will identify Directors who will be reaching the end of their two-year term, and notify Members of the expected number of vacancies that will be subject to an election at the AGM and the nominees presented for consideration.
- 4.6. **Officers:** The Board shall appoint, by Ordinary Resolution, from among the elected Directors, the following Officers on two-year terms: President, Vice-President, Treasurer and Secretary. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary - Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- 4.7. **Office Held at Board's Discretion:** Unless so removed, an Officer shall hold office until the earlier of:
  - a) the first Board meeting subsequent to the AGM of Members up to the anniversary of the Officer's appointment term, provided the Board does not choose to re-appoint the Officer at this Board meeting or the Officer notifies the Board they do not wish to be re-appointed;
  - b) the Officer's resignation; or
  - c) such Officer's death.
- 4.8. **Duties:** Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties with approval of the President.
  - a) The President is elected by the Board of Directors through Special Resolution and serves as Chair of the Board to oversee the activities of the Club.
  - b) The Vice-President, in the absence of the President or in any event where the President is unable to act, then the President's duties shall devolve upon the Vice-President. The Vice President is the prospective succession candidate for the role of President and shall be elected by Special Resolution of the Board of Directors, such Resolution in the same manner and basis as the President. The Vice President is then able to serve a new two-year term as President but is still limited to a total of six years as a Director of the Club.
  - c) The Secretary shall keep minutes of all meetings, shall receive and send all correspondence for the Club governed by the Act, shall fill in all forms, shall prepare agendas for meetings after discussions with the President and shall collect all matters relating to the Club and retain such in a manner that a complete record of the Club activities can be maintained.
  - d) The Treasurer shall attend to all financial matters of the Club and shall keep complete records of all moneys in and out of the Club account. The Treasurer shall further take charge of any cash amounts received for the Club and shall account for these and enter them into the accounts.

4.9. **Standard of Care:** Every Director and Officer in exercising powers and discharging duties to the Corporation shall:

- a) act honestly and in good faith with a view to the best interests of the Corporation; and,
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.10. Amendment of by-laws

- a) Unless the articles or the by-laws otherwise provide, the Directors may by Ordinary Resolution make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in section 4.3.
- b) It is not necessary for a by-law made, amended or repealed to be passed, in order to confer any particular power on a Corporation or its Directors ahead of the next AGM.
- c) The Directors shall then submit the new by-law, amendment, or repeal to the Members at the next AGM of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal it by Ordinary Resolution.

4.11. **Amendment of articles:** A Special Resolution of the Members is required to make any amendment to the articles of a Corporation to:

- a) change the Corporation's name;
- b) add, remove or change any restriction upon the activity or activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
- c) create a new class or group of Members;
- d) change a condition required for being a Member;
- e) change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
- f) add, change or remove a provision respecting the transfer of a Membership;
- g) increase or decrease the number of, or the minimum or maximum number of Directors;
- h) change the purposes of the Corporation;
- i) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- j) change the method of voting by Members not in attendance at a meeting of the Members; or
- k) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

## 5. BOARD MEETINGS

5.1. Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law.

5.2. Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the agenda fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. The Board will meet at least six times per fiscal year, physically, virtually, or in a hybrid physical/virtual mode.

### 5.3. Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided to every Director of the Club not less than 48 hours before the date, that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors present waive notice, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their 100% voting consent to the holding of such meeting by those so invited.

### 5.4. Chair

The President shall chair Board meetings. In the absence of the President, the Vice-President shall act as Chair. In the absence of the President and the Vice President, Directors present shall choose one of their number to act as the chair.

### 5.5. Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by an Ordinary Resolution. In case of an equality of votes, the Chair shall have a second casting and deciding vote.

### 5.6. Quorum – Directors' Meetings

A majority of Directors constitutes a quorum at any meeting of the Directors, and, despite any vacancy amongst the Directors, a quorum of Directors may exercise all the powers of the Directors. Business arising at any meeting of Directors shall be decided by a majority of votes unless otherwise noted by the by-laws. No person shall act for an absent Director at a meeting of the Directors.

### 5.7. Participation by Virtual means

A Director may, if all the Directors of the Corporation consent, participate in a meeting of the Directors or of a Committee of Directors by virtual means that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

## 6. COMMITTEES

6.1. The Board may establish an Executive Committee consisting of the President, Vice-President, Treasurer, and Secretary. The Board may delegate to the Executive Committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

6.2. Subject to the limitations on delegation set out in the Act, the Board may from time to time establish any Committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such Committee. The Board may dissolve any Committee by resolution at any time.

6.3. **Nominating Committee:** There shall be a Nominating Committee of the Club which shall consist of:

- a) The President, or if not available a Past President, who acts as Chair of the Committee;
- b) The Vice President; and,
- c) One or more Members to be appointed by the Board by Ordinary Resolution.

A Member of the Nominating Committee is able to be nominated for election as a Director.

Each year the Chair of the Committee shall call a first meeting. The Nominating Committee shall meet thereafter from time to time at the call of the Chair until its duties are fulfilled.

It shall be the duty of the Nominating Committee to put forward to the Board of Directors the names of eligible Club Members who have consented in writing to seek election as a Director at the forthcoming AGM of Club Members and to serve if so elected. The Nominating Committee submission

to the Board provides reasoning for each candidate's nomination. Motions within the Board shall be made for each nominee, for discussion and approval by Ordinary Resolution. Then, not less than fourteen (14) days prior to the AGM, the Secretary shall publish the Board's list of Director nominees and circulate their biographies to the Members with the notice of the meeting. Such circulation shall include the competencies that the Nominating Committee sees each nominee bringing to the Board in benefit to its Membership.

With recommendation from the Nominating Committee for Board approval, a proposal from Membership may include nominations for the election of Directors if the proposal is signed by not less than five (5) per cent of the Members entitled to vote at the meeting at which the proposal is to be presented or a lower percentage if changed within the Act. The nomination proposal must be submitted to the Secretary for subsequent review by the Nominating Committee not less than fifty (50) days ahead of the AGM.

## **7. ELECTION AND REPLACEMENT OF DIRECTORS**

- 7.1. At the first meeting of the Members and at each succeeding AGM at which an election of Directors is required, the Members shall, by Ordinary Resolution elect each Director to hold office for a term expiring not later than the first Board meeting following the second AGM of Members after election, or as provided by the Act. It is not necessary that all Directors hold office for the same term as long as each term does not extend beyond two (2) years and their total terms do not extend beyond six (6) years, however, there may be a need to extend beyond the six years in unique circumstances as determined by the Board.
- 7.2. Remedies exist for the replacement of any or all of the Club Directors by means of a Special Members' meeting and an Ordinary Resolution as outlined within this by-law.
- 7.3. The elected Directors may co-opt or appoint any other Members of the Club to any other offices and functions which will enhance the Club and its operations. The appointment of such Members and their terms of reference will be published on the Club website after their appointment.

## **8. DISCIPLINARY PROCESS**

- 8.1. The Board shall have the power to discipline or expel a Member according to a fair and just process as outlined in the Discipline and Complaints Policy of the Club.

## **9. MEETINGS OF CLUB MEMBERS**

- 9.1. The Board of Directors, or the President shall have the power at any time to call a Special General Meeting of Club Members to be held at such time in Collingwood or such other place as may be designated by the Secretary. A Special General Meeting of Club Members may be combined with the AGM of Club Members in which event it shall be designated as an Annual and Special General Meeting.
- 9.2. Subject to 9.4, Members of the Corporation who hold at least ten (10) percent of the votes that may be cast at a meeting of the Members sought to be held, may requisition the Secretary to call a meeting of Members for the purposes stated in the requisition.
- 9.3. The only persons entitled to attend a meeting of Club Members shall be those Directors, Club Members entitled to vote thereat, the auditor of the Club (or the person appointed to review engagement of the Corporation), and others entitled to be present under the provisions of the governing legislation and persons admitted on the invitation of the Secretary of the meeting.
- 9.4. Notice of the time and place of each meeting of Club Members shall be provided not less than fourteen (14) days and not more than fifty (50) days before which the meeting is to be held, to each Director and Club Member entitled to vote at the meeting and to the auditor or the person appointed

to review engagement of the Corporation. No other public notice or advertisement shall be required. All notices shall specify the general nature of the meeting and an agenda of the business which is to be transacted thereat. Any matter presented to a Special General Meeting of Club Members for approval may be approved with or without variation through proper motions made, discussions and voting.

- 9.5. The Directors of the Corporation shall call an AGM of the Members of the Corporation not more than fifteen (15) months after holding the preceding annual meeting.
- 9.6. The AGM of the Club Members shall be held in Collingwood or at such other place as the Board of Directors may determine, at such time and on such day targeted to be before the last day of March, in each year, as may be designated by the Secretary for the purpose of electing the Directors, appointing the auditor of the Club (or the person appointed to review financial statements of the Corporation), approval of by-laws and for the transaction of such other business as may be properly brought before the meeting. There shall be a record of Members in attendance and entitled to cast a vote. The AGM shall follow the agenda that was circulated in advance.
  - a) The first purpose of the AGM will be to receive reports from elected Directors including those outlining the financial matters that have transpired since the last AGM.
  - b) The second purpose of the AGM will be to consider amendments to the by-laws.
  - c) The third purpose of the AGM is to elect Directors from members put forward by the Nominating Committee.
  - d) The final purpose of the AGM is to consider all other matters outlined in the agenda and to handle questions raised by the Members present at the meeting.
- 9.7. Subject to and respecting 9.4, a Member entitled to vote at meetings of Club Members may,
  - a) by Ordinary Resolution, remove from office any Director or Directors, except persons who are Directors by virtue of their office;
  - b) a vacancy created by the removal of a Director may be filled at the meeting of Members at which the Director has been removed subject to following the process outlined in 6.3.
  - c) give the Secretary notice of a matter that the member proposes to raise at a meeting of the Members referred to as a "proposal" and/or
  - d) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a "proposal." The Secretary may provide reasonable guidelines to the maximum number of words or characters for any proposal to be submitted.
- 9.8. Upon the request of the member who submits the proposal, the Corporation shall either,
  - a) include the proposal in the notice of meeting along with a statement in support; or,
  - b) refuse to include the proposal in the notice of meeting and shall within ten (10) days of receiving the proposal notify its intention to omit it from the notice of meeting and the reasons for the refusal.
- 9.9. The Secretary is not required to recommend a proposal from Membership if:
  - a) the proposal is not submitted to the Corporation at least fourteen (14) days before the date of the meeting;
  - b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;

- c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- d) it is substantially the same proposal submitted to Members in a notice of a meeting of the Members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- e) it is deemed that the rights conferred by this section are being abused to secure publicity.

#### 9.10. Quorum for Members' Meetings

Twenty (20) Club Members who are present in person or by proxy and who are entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of Club Members. The President, or in their absence a Vice-President, selected by the Directors present, shall preside as Chair at each meeting of Club Members. If the President and none of the Directors are present within thirty minutes after the time appointed for the holding of the meeting, the Club Members present at the meeting shall elect a Chair from their number by Ordinary Resolution.

#### 9.11. Participation in meeting by Virtual means

Unless the by-laws provide otherwise, any person entitled to attend a meeting of the Members may participate in the meeting by virtual means that enables all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting. If so determined and enabled, the meeting may be held in its entirety by virtual means.

### 10. ELIGIBILITY TO VOTE

- 10.1. Each paid up Member in good standing shall be entitled to attend and shall have one vote.
- 10.2. Proxy voting will be allowed at AGMs and Special Meetings of Members, provided that no Member shall vote more than ten (10) proxies. Proxies shall generally be vested among Members of the Board unless vested within other Club Members. In this eventuality the Club Member so vested shall clearly indicate to the Secretary in advance of the meeting the details within each of the proxies to be cast.

### 11. MEMBERSHIP FEES

- 11.1. Fees shall be set for the following categories of Members:
  - a) Full Membership
  - b) Honorary Membership
  - c) Life Membership
- 11.2. Membership in the Club shall consist of individuals who have applied for Membership via the process established by the Board and paid the applicable fees. Membership expires annually on the last day of the calendar year and must be renewed via the process established by the Board. The Board may from time to time confer Honorary Membership or Life Membership upon individuals who have provided long-term exemplary service to the CCC.
- 11.3. A Membership in the Club is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated by approved Club Policy or in accordance with the Act.

### 12. FINANCE

- 12.1. The treasurer is to keep account of the Club funds and is to maintain a bank account with chequing privileges. In the event that the funds may be more than required in the short term the Treasurer may also open a higher interest account.



- 12.2. Cheques may be issued by the President, a Vice President, the Secretary or the Treasurer as to the balance available and the correctness of the proposed transaction. All cheques must have two signatures by those Officers named above.
- 12.3. Audits shall be carried out in accordance with the Act, depending on the annual revenue according to the Act.

### **13. WEBSITE**

- 13.1. A website shall be maintained and kept up to date throughout the year to keep Members advised of forthcoming events, news, changes, etc.

### **14. INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

#### **14.1. Protection of Directors and Officers**

No Director, Officer or Committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, Committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act, articles and by-laws of the Corporation; and
- b) exercised their powers and discharged their duties in accordance with the Act.

#### **14.2. Indemnification**

Every Director or Officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,

- a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office;
- b) all other costs, charges and expenses that he or she sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; and,
- c) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity (including, for greater certainty, any action alleged against the Corporation in relation to the Novel Coronavirus Disease (COVID-19) and any response thereto or dealings therewith) if (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a Director or Officer or in a similar capacity at the Corporation's request; and (ii) in the case of a criminal or administrative action or proceeding that

is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

**15. CONFLICT OF INTEREST**

- 15.1. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make a Conflict of Interest disclosure as required by the Act.
- 15.2. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction if a Conflict of Interest has been declared.