

**By-Laws
of the
ANCASTER VELO CLUB INC.**

1. GENERAL

1.1 Purpose

These by-laws relate to the general conduct of the affairs of the Ancaster Velo Club Inc., a non-for-profit corporation, governed by the *Ontario Corporations Act* and referred to as the "Corporation" in these Bylaws (provided that, upon the coming into force of the *Not-for-Profit Corporations Act, 2010* (Ontario), the Corporation shall be governed by the *Not-for-Profit Corporations Act, 2010* (Ontario) as amended from time to time or any act that may be substituted therefor).

1.2 Definitions

In this by-law, unless the context otherwise requires:

- a) "Act" means the Ontario Corporations Act, as amended from time to time (provided that, upon the coming into force of the Not-for-Profit Corporations Act, 2010 (Ontario), the term shall refer to the Not-for-Profit Corporations Act, 2010 (Ontario) as amended from time to time or any act that may be substituted therefor.
- b) "Board" means the board of directors of the Corporation;
- c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d) "Chair" means the chair of the Board;
- e) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g) "Member" means a member of the Corporation;
- h) "Members" means the collective membership of the Corporation; and
- i) "Officer" means an officer of the Corporation.

1.3 Head Office

The head office of the Corporation shall be in Ontario, and at such place therein as the Directors may determine from time to time.

1.4 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2 DIRECTORS

2.1 Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, of at least four (4) directors, each of whom at the time of the officers's election and throughout the director's term of office shall be a member of the corporation.

The President, Vice President, Secretary, and Treasurer elected by the members at the Annual Meeting shall be members of the Board of Directors *ex officio*.

2.2 Term of Office

The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified.

2.3 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office; and
- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.4 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may fill a vacancy among the Directors;
- b) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and

2.5 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

2.6 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

3 MEETINGS OF THE BOARD

3.1 Calling of Meetings

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

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.3 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4 Quorum

A quorum of the Board of Directors for the transaction of business shall be a simple majority

3.5 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.6 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by majority vote, where the Chair of the meeting carries a vote and where a tie vote shall fail. Voting shall be by show of hands.

3.7 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4 OFFICERS

4.1 Officer Positions

At each annual meeting there shall be elected from the members of the Corporation a President, a Vice President, a Secretary, and a Treasurer. One person may hold more than one office. Each officer shall hold office until the first annual meeting after the officer is elected or until the officer's successor is duly elected. In the event of the death, disqualification or resignation of an officer of the Corporation prior to the annual meeting, the Directors may appoint a person to fill the vacancy created and such appointment shall be valid until the next annual meeting of the Corporation or until the officer's successor is elected by the members.

4.2 Duties of the President

The President shall, when present, preside as Chair at all meetings of the members of the Corporation and of the Board of Directors. The President shall, subject to the control of the Board of Directors, be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws.

4.3 Duties of the Vice President

The Vice-President in the absence of the President shall preside as Chair at all meetings of the members of the Corporation and of the Board of Directors. In the absence of the President and subject to the authority of the Board, the Vice President shall be charged with the general management and supervision of the affairs and operations of the Corporation. In the absence of the President, the Vice President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws. The Vice President shall also perform such other duties as may from time to time be determined by the Board of Directors.

4.4 Duties of the Secretary

The Secretary shall be *ex officio* clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation and ensure that they are maintained as required by law. The Secretary shall attend to correspondence on behalf of the Board. The Secretary shall ensure that all reports are prepared and filed as required by law or requested by the Board. The Secretary shall keep a roll of the names and addresses of the Members. The Secretary shall also perform such other duties as may from time to time be determined by the Board of Directors.

4.5 Duties of the Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required of the Treasurer, an account of all the Treasurer's transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board. The Treasurer shall ensure that the Corporation complies with the filing of tax forms and schedules as required by the Canada Revenue Agency. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

5 ELECTION OF OFFICERS

5.1 Nominations

A nomination for election as an Officer shall be in writing and shall:

- a) be signed by the nominator, who shall be any Individual Member in good standing;
- b) include the written consent of the nominee; and
- c) be submitted to the Corporation at least fifteen (15) days prior to the relevant Annual Meeting

5.2 Election

The Officers shall be elected by the Members entitled to vote at the Annual Meeting.

6 FINANCIAL

6.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

6.2 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

7 PROTECTION OF DIRECTORS AND OTHERS

7.1 Director Liability

No Director, Officer or committee member of the Corporation is be 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 and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

8 MEMBERS

8.1 Membership

There shall be the following classes of membership in the Corporation:

- a) **Honourary Members** - Honourary membership in the Corporation may be granted (or revoked) by the Board of Directors to such persons as the Board may from time to time in its sole discretion deem fit. Honourary members shall not be entitled to vote at meetings of members nor to be elected as directors/officers, nor shall pay any fees, dues, assessments or other sums levied on ordinary members;
- b) **Members** - Ordinary membership in the Corporation shall be granted by the Board of Directors to such persons as have attained their eighteenth birthday; and executed and submitted an application for membership and a waiver of claims against the Corporation and such other releases or other documents as shall be required, and in the form required from time to time (including electronic form), by the Board; paid such initial and annual membership fees as the Board may from time to time prescribe; and have been approved by the Board.
- c) **Underage Members** - Underage persons shall be permitted to obtain membership with the proviso that such members must be accompanied for all Club activities by their member parent or by a parent-designated member who has attained 21 years of age. The minimum age requirement is 14 years.

8.2 Membership Term

Membership fees cover the period January 1st through December 31st of each calendar year. A member shall be removed from the membership rolls if the annual membership fee is not paid by a date set from year to year by the Directors in which the fee is due.

8.3 Compulsory OCA Insurance

In addition, all members must purchase insurance issued by the Ontario Cycling Association ("OCA") on an annual basis for each year of membership if they participate in any rides, and may be required to show proof of such insurance as a condition of membership. Such Insurance may be purchased by means offered by the Corporation, or by any other organization affiliated with the OCA.

8.4 Disciplinary Act or Termination of Membership for Cause

a) Suspension of Group Riding Privileges

Upon written notice to a Member, the Board may pass a resolution authorizing the immediate suspension for 15 days of the group riding privileges of a member who brings discredit to the Club through their behavior or actions toward other members or other road users, and/or who repeats unsafe actions detrimental to the Club's status with the OCA and insurance coverage.

The notice shall set out the reasons for the suspension. The Member receiving the notice shall be entitled to give the Board a written submission opposing the suspension not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a decision to set conditions for the resumption of group riding privileges or to continue the suspension for a period to be determined by the Board at its sole discretion.

b) Other Disciplinary Act or Termination of Membership for Cause Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing other disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

9 MEMBERS' MEETINGS

9.1 Annual Meeting

The Annual Meeting shall be held in Ontario at a location to be determined by the Board of Directors. The Annual Meeting shall be held during the month of November, or on such a day as the the Board of Directors shall otherwise appoint.

Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. election of Officers; and
- e. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.1 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.2 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member in good standing. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.3 Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than ten percent (10%) of members in good standing either in person or represented by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.4 Chair of Members Meetings

The President shall be the chair of the Members' meetings; in the President's absence, the Vice President shall be the chair.

9.5 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each Member shall be entitled to one vote at any meeting;

- b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.6 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10 Notices

10.1 Service

Any notice required to be sent to any Member or Director shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Error or Omission in Giving Notice


Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.


11 Adoption and Amendment of By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Enacted April 29, 2014.5

Handwritten initials in blue ink, possibly "MB" or "MA", written above the date.


President


Secretary