

A By-law relating generally to the conduct
of the business and affairs of

WATERLOO CYCLING CLUB

CONTENTS

<u>Article</u>		<u>Page Number</u>
1	INTERPRETATION	1
2	EXECUTION OF INSTRUMENTS	3
3	DIRECTORS	3
4	MEETINGS OF DIRECTORS	4
5	REMUNERATION AND INDEMNIFICATION	5
6	OFFICERS	6
7	MEETINGS OF MEMBERS	7
8	MEMBERSHIP CERTIFICATES	8
9	MEMBERSHIPS	8
10	MEMBERSHIP FEES, DUES, ANNUAL LEVIES	9
11	MEMBER'S CONDUCT	9
12	BANKING ARRANGEMENTS	9
13	FINANCIAL YEAR	10
14	NOTICES	10
15	BY-LAWS AND AMENDMENTS, ETC.	10
16	RULES AND REGULATIONS	11
17	EFFECTIVE DATE	11

WHEREAS the Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the March 13, 2002, for the following objects:

“The focus of the Corporation is the development and support of competitive cyclists. The Corporation provides programs for cyclists of all ages in pursuit of fitness, health and skill development. The Corporation strongly promotes safe and responsible cycling.”

AND WHEREAS membership in the Club is open to all individuals who wish to join the Club, provided that they are not under a suspension by any provincial, state or national cycling organization;

AND WHEREAS the Corporation will at all times remain a not-for-profit corporation and will, to the best of the ability of the Club, its directors and members abide by the rules and regulations of the OCA, the CCA and the Union Cycliste Internationale;

AND WHEREAS ~~BE IT ENACTED~~ as a By-Law of the Corporation as follows:
ability of the Club, its directors and members abide by the rules and regulations of the OCA, the CCA and the Union Cycliste Internationale;

BE IT ENACTED as a By-Law of the Corporation as follows:

1. **INTERPRETATION**

1.1 **Definitions:** In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act*, R.S.O. 1990, and includes the Regulations made pursuant thereto;
- (b) “Board” means the Board of Directors of the Corporation;
- (c) “By-Laws” means all By-laws, including special By-laws of the Corporation as amended from time to time;
- (d) “CCA” means the Canadian Cycling Association and its successors and assigns.

- (e) "Club" means the Waterloo Cycling Club comprising the Members of the Club from time to time and located at Waterloo, Ontario;
- (f) "Corporation" means Waterloo Cycling Club;
- (g) "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings;
- (h) "Executive Officers" means the persons who hold the offices of President, Secretary and Treasurer;
- (i) "Facilities" means all assets owned by the Corporation intended for the use and enjoyment of the Members of the Corporation or others;
- (j) "Letters Patent" means the Letters Patent of the Corporation issued March 13, 2002, together with any supplementary Letters Patent issued in connection with the Corporation;
- (k) "Member" means the holder of a Membership;
- (l) "Membership Certificate" means a certificate representing a Membership in the form as is approved by the Board of Directors from time to time;
- (m) "OCA" means the Ontario Cycling Association and its successors and assigns.
- (n) "Person" means an individual, a body corporate, or a trustee, executor, administrator or other legal representative;
- (o) "President" means the President of the Club appointed pursuant to Article 6.3;
- (p) "Rules and Regulations" means the rules and regulations of the Club as amended or promulgated from time to time as contemplated by Article 16.1;
- (q) "Secretary" means the Secretary of the Club appointed pursuant to Article 6.5;
- (r) "Treasurer" means the Treasurer of the Club appointed pursuant to Article 6.6;
- (s) "Vice President" means the President of the Club appointed pursuant to Article 6.4.

1.2 **Construction:** For all purposes of this By-law, except as otherwise provided or as the context otherwise requires:

- (a) the table of contents and headings are inserted for convenience of reference only and shall not affect the meaning of construction;
- (b) words importing the singular include the plural and vice versa; and words importing the masculine gender include the feminine or neuter and vice versa;
- (c) all dollar amounts are expressed in Canadian dollars;
- (d) a reference to an entity includes any entity that is a successor to such entity;
- (e) the word "including", when following any general term or statement, is not to be construed as limiting the general term or statement to the specific items or matters set forth or to similar items or matters, but rather as, referring to other items or matters that could reasonably fall within the broadest possible scope of the general term or statement;
- (f) a reference to a statute or code includes every regulation made pursuant thereto, all amendments to the statute or code or to any such regulation in force from time to time and any statute, code or regulation which supplements or supersedes such statute, code or any regulation;
- (g) a reference to "approval", "authorization" or "consent" of an entity means the written approval, written authorization or written consent of the entity; and,
- (h) all references to designated "Articles", "Sections" and other subdivisions are to designated Articles, Sections and other subdivisions of this By-law unless stated otherwise.

1.3 **Severability:** Each provision of this By-law is intended to be severable and if any provision is illegal or invalid in any jurisdiction this shall not affect the validity of such provision in any other jurisdiction or the validity of the remainder.

1.4 All the words and terms appearing in this By-law shall have the same definitions and application as in the Act, unless the context otherwise requires.

1.5 **Strict Performance of Covenants:** Time is of the essence of the performance of every obligation under this agreement and no failure or lack of diligence by any party in proclaiming or seeking redress for any

violation of, or insisting on strict performance of any provision of this Agreement shall prevent a subsequent violation of the provision, or any other provision, from giving rise to any remedy that would be available if it were an original violation of that provision or any other provision.

2. EXECUTION OF INSTRUMENTS

- 2.1 **Execution of Instruments:** Documents and instruments that require the corporate seal of the Corporation to be affixed thereto may be signed on behalf of the corporation by any two Directors or any two officers or any Director with an officer and those thereof that do not require the corporate seal of the Corporation to be affixed thereto may be signed for the Corporation by any of the Directors or officers. In addition, the Board may at any time and from time to time direct the manner in which and the person or Persons by whom any particular document or instruments is to be signed on behalf of the Corporation.
- 2.2 **Corporate Seal:** the seal which is impressed hereon shall be the corporate seal of the Corporation.
- 2.3 **Head Office:** the head office of the Corporation shall be in the City of Waterloo in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3. DIRECTORS

- 3.1 **Powers:** The business and affairs of the Corporation shall be managed or supervised by a board of Directors being composed of a number of Directors between SEVEN (7) and TWELVE (12).
- 3.2 **Resident Canadians:** Each Director shall be a resident Canadian.
- 3.3 **Qualifications:** Any individual may be a Director of the Corporation except:
- (a) an individual who is less than eighteen years of age;
 - (b) an individual who is of unsound mind and has been so found by a court;
 - (c) an individual who has the status of a bankrupt; or
 - (d) an individual who has previously served a total of six years as a Director, unless at least 12 months have elapsed since last so serving.
- 3.4 **Director must be Member:** No person shall be a Director unless he is a Member, and if a Director ceases to be a Member, he thereupon ceases to be a Director.
- 3.5 **Election and Term:** The Directors shall hold office for a term of two (2) years or three (3) years.
- 3.6 **Resignation:** A Director may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.
- 3.7 **Vacation of Office:** A Director ceases to hold office when he dies, resigns, or ceases to have the necessary such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.
- 3.7 **Vacation of Office:** A Director ceases to hold office when he dies, resigns, or ceases to have the necessary qualifications.
- 3.8 **Vacancies:** Where a vacancy occurs on the Board, a quorum of the Directors then in office may appoint a person to fill the vacancy for the remainder of the term. If there is not a quorum of Directors or if there has been a failure to elect the number of Directors required, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- 3.9 **Removal of Directors:** The Members entitled to vote may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any qualified individual in his stead for the remainder of his term.

- 3.10 **Nominations:** Candidates for the office of Director shall include
- (a) the slate of candidates for office proposed by the Board; and,
 - (b) the persons whose names are put in nomination in writing by any Member to the President of the Corporation no later than five (5) days prior to the meeting of Members at which the election of Directors is held.
- 3.11 **Election Method:** Where:
- (a) the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and,
 - (b) the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.
- 3.12 **Forms:** The Board may prescribe the form of nomination paper and the form of a ballot.

4. MEETINGS OF DIRECTORS

- 4.1 **Calling of Meetings:** Meetings of the Board shall be held from time to time as such place, at such time and on such day as the President or a Vice President or any two (2) Directors may determine, and the Secretary shall call meetings when directed or authorized by the President or a Vice President or any two (2) Directors. Notice of every meeting so called shall be given to each Director no less than 48 hours (excluding any part of a Sunday and of a holiday as defined in the *Interpretation Act*) before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the Directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting.
- 4.2 **Regular Meetings:** The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.
- 4.3 **Notice:** Notice of Board meetings shall be delivered, mailed, transmitted by facsimile, transmitted by electronic mail, or telephoned to each Director. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.
- 4.4 **First Meeting of New Board:** Each newly elected Board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following a meeting of Members at which such Board is elected, provided that a quorum of Directors is present.
- 4.5 **Quorum:** A majority of the total number of Directors constitutes a quorum at any meeting of Directors.
- 4.6 **Chairman:** The Chairman of any meeting of the Board shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the meeting:
- 4.5 **Quorum:** A majority of the total number of Directors constitutes a quorum at any meeting.
- 4.6 **Chairman:** The Chairman of any meeting of the Board shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the meeting:
- (a) President; or
 - (b) A Vice President who is a Director.

If no such officer is present, the Directors shall choose one of their number to be Chairman.

- 4.7 **Votes to Govern:** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by a Director. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

- 4.8 **Casting Vote:** In the case of an equality of votes on any question at a meeting of the Board, the Chairman of the meeting shall be entitled to a second or casting vote.
- 4.9 **Disclosure of Interests in Contracts:** Every Director of the Corporation who is in any way directly or indirectly interested in a proposed contract with the Corporation shall declare his interest at a meeting of the Directors of the Corporation. In the case of a proposed contract, the declaration required by this Article shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract, at the next meeting of the Directors held after he becomes so interested, and, in a case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Directors held after he becomes so interested. For the purposes of this Article, a general notice given to the Directors of the Corporation by a Director to the effect that he is a shareholder of or otherwise interested in any other company, or is a member of a specified firm, and is to be regarded as interest in any contract with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of Directors after it is given.
- 4.10 **Resolution in lieu of Meeting:** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors during the first year of the Corporation's existence, is as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or committee of Directors.
- 4.11 **Others Present:** Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by his delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote thereat.

5. REMUNERATION AND INDEMNIFICATION

- 5.1 **Remuneration:** The Directors shall not be entitled to remuneration for acting as a Director of the Corporation. Notwithstanding the foregoing, Directors may be paid such sums in respect of their out-of-pocket expenses incurred in attending Board, committee or Member's meetings, or otherwise in respect of the performance by them of their duties as the Board may from time to time determine.
- 5.2 **Limitation of Liability:** No Director or officer shall be liable for the acts, receipts, neglects or defaults or any other Director or officer or employee, or joining in any receipt of other Act or conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any or the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the in or upon which any of the monies of the Corporation shall be invested, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or wilful default; provide that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.
- 5.3 **Indemnity of Directors and Officers:** Every Director and officer of the Corporation, every former Director or officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or officer of such Corporation or body corporate if,

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

5.4 **Insurance:** Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as such, as the Board may from time to time determine.

6. OFFICERS

6.1 **Election or Appointment:** At the first meeting of the Board after each election of Directors, the Board shall elect or appoint a President and a Secretary, one or more Vice Presidents, a Treasurer and such other officers as the Board may determine. None of the said officers, except the President, need to be a Director. The Directors shall elect the President from themselves. Any two of the said offices may be held by the same person. If the same person holds the office of Secretary and Treasurer, he may be known as the Secretary-Treasurer.

6.2 **Term, Remuneration and Removal:** The terms of employment and remuneration of all officers elected or appointed by the Board shall be determined from time to time by resolution of the Board. The fact that any officer or employee is a Director or Member of the Corporation shall not disqualify him from receiving such remuneration as may be determined. All officers, in the absence of express written agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

6.3 **President:** The President shall be the Chief Executive Officer of the Corporation. He shall, when present, preside at all meetings of the Board and Members, and shall be charged with the general supervision of the business and affairs of the Corporation.

6.4 **Vice President:** The Vice President, or if there are more than one, the Vice Presidents in order of seniority (as determined by the Board), shall be vested with all the powers and shall perform all the duties of the president in the absence or inability or refusal to act as the president. If a Vice President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. A Vice President shall also perform such duties and exercise such powers as the president may from time to time delegate to him or the Board may prescribe. A Vice President shall not preside at meetings of the Directors or Members unless he is qualified to attend such meetings by virtue of being a Director.

6.5 **Secretary:** The Secretary shall attend all meetings of the Directors, Members and committees of the Board and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall give, or cause to be given, when instructed, notices required to be given to Members, Directors, auditors and Members of committees; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board.

Secretary, ...
device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board.

6.6 **Treasurer:** The Treasurer shall keep, or cause to be kept proper accounting records as required by the Act; he shall deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank account; he shall, under the direction of the Board, supervise the safekeeping of securities and the disbursements of the funds of the corporation; he shall render to the Board, whenever required, an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board.

6.7 **Other Officers:** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

- 6.8 **Variation of Duties:** From time to time the Board may vary, add to or limit the powers and duties of any officer.
- 6.9 **Agents and Attorneys:** The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

7. MEETINGS OF MEMBERS

- 7.1 **Annual Meetings:** The Directors shall call the first annual meeting of voting Members not later than eighteen months after the Corporation comes into existence and subsequently not later than fifteen months after holding the last preceding annual meeting. The annual meeting of Members of the Corporation shall be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, electing Directors, appointing auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.
- 7.2 **General Meetings:** The Board may at any time call a general meeting of Members for the transaction of any business which may properly be brought before such meeting of Members, the general nature of which is specified in the notice calling the meeting. A general meeting of Members may also be called by the Members as provided in the Act.
- 7.3 **Place of Meetings:** Meetings of Members shall be held at the registered office of the Corporation, or at such other place within the Regional Municipality of Waterloo, Ontario as the Board from time to time determines.
- 7.4 **Notice of Meetings:** Notice of the time and place of each meeting of Members shall be sent not less than 10 days and not more than 50 days before the date of the meeting to the auditor of the Corporation, to each Director, and by electronic mail to each person whose name appears on the records of the Corporation at the close of business on the day next preceding the giving of the notice as a Member entitled to vote at the meeting. Notice shall also be posted on the web site maintained by the Club. Notice of a general meeting of Members shall state:
- (a) the nature or summary of the business to be transacted at the meeting; and
 - (b) the text or summary of any special resolution or By-law to be submitted to the meeting.
- 7.5 **Persons Entitled to be Present:** The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the auditor of the Corporation and others who although not entitled to vote are entitled to be present at the meeting. Any other persons may be admitted only on the invitation of the chairman of the meeting.
- 7.6 **Quorum:** Five percent (5%) of the Members at a given time present in person constitute a quorum at a meeting of Members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.
- 7.7 **Right to Vote:** At any meeting of Members, unless the Letters Patent or the By-Laws otherwise provide, each Member is entitled to one vote at a meeting of Members. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote.
- 7.7 **Right to Vote:** At any meeting of Members, unless the Letters Patent or the By-Laws otherwise provide, each Member is entitled to one vote at a meeting of Members. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote.
- 7.8 **Proxies:** Every Member entitled to vote at a meeting of Members may by means of a proxy appoint a proxy holder or one or more alternate proxy holders who are not required to be Members to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the Member or by his attorney authorized in writing. Subject to the requirements of the Act the instrument may be in such form as the Directors from time to time prescribe or in such other form as the chairman of the meeting may accept as sufficient. It shall be deposited with the Corporation before any vote is taken under its authority, or at such earlier time and in such manner as the Board by resolution prescribes.
- 7.9 **Scrutineer:** At each meeting of Members one or more scrutineers may be appointed by a resolution of the meeting or by the Chairman with the consent of the meeting to serve at the meeting. Such scrutineers need not be Members of the Corporation.
- 7.10 **Votes to Govern:** Unless otherwise required by the Act, or the Letters Patent or By-laws of the Corporation, all questions proposed for the consideration of the Members at a meeting shall be decided by a majority of the votes cast thereon.

- 7.11 **Show of Hands:** At all meetings of Members every question shall be decided by a show of hands unless a ballot thereon be required by the Chairman or be demanded by a Member or proxy-holder present and entitled to vote. Upon a show of hands, every person present and entitled to vote has one vote. After a show of hands has been taken upon any question, the Chairman may require or any Member or proxy-holder present and entitled to vote may demand a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chairman that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- 7.12 **Ballots:** If a ballot is required by the Chairman of the meeting or is demanded at the meeting, a vote by ballot shall be held. The Chairman may call a recess while ballots are prepared. Ballots shall be of plain paper, printed with the question and a means of easily identifying a vote either for or against the question. Each Member present, in person or by proxy, shall be entitled to vote one ballot for each Membership he holds. The Secretary will issue the ballots in accordance with the Membership register records of the Corporation to those present in person or by proxy.
- 7.13 **Adjournment:** The Chairman of a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. No notice is required of any adjourned meeting.

8. MEMBERSHIP CERTIFICATES

- 8.1 **Allotment:** The Board may from time to time issue Memberships of the Corporation at such time and to such persons and for such consideration as the Board shall determine.
- 8.2 **Membership Certificates:** Every Member is entitled to a Membership Certificate. Membership Certificates and acknowledgments of a Member's right to a Membership Certificate shall be in such form as the Board shall from time to time approve. The Membership Certificate shall have affixed to it a sticker denoting the membership of the Member in the then current year. Each Membership Certificate shall also include a current year sticker which shall be affixed to a Member's bicycle or helmet. Such sticker must be displayed at all Club functions or activities in order for a Member to be entitled to participate.
- 8.3 **Replacement of Membership Certificates:** The Board may by resolution prescribe, either generally or in a particular case, the conditions upon which a new Membership Certificate may be issued to replace a Membership Certificate which has been defaced, lost, stolen or destroyed.
- 8.4 **Prohibition Against Membership Transfers:** A Member is prohibited from Transferring his/her Membership. A "Transfer" of a Membership shall mean the sale, transfer, pledging or encumbering in whole or in part of legal or beneficial ownership of the Membership, or the happening of any event whereby any person or party acquires any rights in the Membership, whether by operation of law or otherwise.

whole or in part of legal or beneficial ownership of the Membership, or the happening of any event whereby any person or party acquires any rights in the Membership, whether by operation of law or otherwise.

9. MEMBERSHIPS

- 9.1 **Facility Privileges:** The Board shall make rules and regulations, from time to time, regulating the use of the Facilities of the Corporation. No Person shall be entitled to make use of the Facilities of the Corporation by virtue of their ownership of a Membership. Those persons entitled to use the facilities of the Corporation as provided herein shall be so entitled only upon payment of any charges, dues, levies or any other amounts as provided for in the By-laws or the Letters Patent.
- 9.2 **Membership:**
- (a) A person is accepted as a Member only upon prior approval by the Board of the Membership application and the Member's submission and execution of all forms, waivers and consents

required from time to time by the OCA and the CCA or other governing body which may have jurisdiction over the Club from time to time.

- (b) All Members shall be required to pay Membership Fees, Dues and Annual Levies in accordance with the by-laws of the Corporation, and abide by any rules promulgated by the Board in force from time to time.
- (c) Membership shall be granted on a twelve (12) month basis only and conditional upon the payment of all Dues, Membership shall be valid from April 1st of the current year to March 31st of the following year.

9.3 **Application:** All applications shall be in writing, as prescribed by the Board, signed by the Applicant, together with such Waivers and/or Parental Consents and other information as the Board may from time to time require.

9.4 **Revocation of Memberships:** The Board may revoke any previously given membership approval in respect of any person, in the event that such person fails to abide by the By-Laws, fails to abide by Club rules or regulations, or for any other reason which, in the opinion of the Board shall warrant such revocation. The powers set out in this Article are in addition to and not in substitution for any other power of the Board or any Membership Committee of the Club which may be constituted from time to time, including specifically the powers of revocation as outlined in Article 11.2.

10. MEMBERSHIP FEES, DUES, ANNUAL LEVIES

10.1 **Dues:** Each Member shall pay such fees, at such times, and on such basis (whether on an annual basis or otherwise) as may be established by the Board from time to time (herein referred to as "Dues").

11. MEMBER'S CONDUCT AND DEFAULT

11.1 All Members shall strictly adhere to the terms of the Letters Patent of the Corporation, the By-Laws, and resolutions passed by the Board, any directive of any officer of the Corporation, the Rules and Regulations established by the Board, and shall duly and punctually perform any and all obligations, whether contractual or otherwise, to the Corporation. Furthermore, all Members shall wear an approved helmet when participating in any Club bicycle ride and at no time cross the centre-line, whether painted or not, of any roadway to which the *Highway Traffic Act* (Ontario) applies. Failure to so comply with any of the above shall constitute a "Default" on the part of any person so failing to comply or perform (herein referred to as a "Defaulting Person").

11.2 **Remedies:** Upon the occurrence of a Default, the Board shall have the following remedies, exercisable by resolution thereof and in addition to any other powers:

- (a) The Board may suspend all rights of the Defaulting Person to participate in Club activities for such time as the Default remains continuing, or for such other period as the Board deems advisable; or,
- (b) The Board may revoke the Membership held by such Defaulting Person, provided that the Default
- (a) The Board may suspend all rights of the Defaulting Person to participate in Club activities for such time as the Default remains continuing, or for such other period as the Board deems advisable; or,
- (b) The Board may revoke the Membership held by such Defaulting Person, provided that the Default is a Major Default, the definition of which is at the sole discretion of the Board.

12. BANKING ARRANGEMENTS

12.1 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Corporation's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and order relating to any property of the Corporation;

- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and,
- (e) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

12.2 **Deposit of Securities:** The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions as may be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

13. FINANCIAL YEAR

13.1 The financial year of the Corporation shall terminate on the 31st day of October in each year or on such other date as the Board may from time to time by resolution determine.

14. NOTICES

14.1 **Method of Giving Notice:** Unless otherwise provided in this By-Law, any notice, communication or other document to be given by the Corporation under any provision of the Act, the Letters Patent or By-Laws shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his recorded address or if mailed to him at his recorded address by any means of any prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box in Canada and shall be deemed to have been received on the third day after so depositing with an appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer or auditor of the Corporation in accordance with any information believed by him to be reliable. The recorded address of a Director shall be his latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act*, whichever is more current.

14.2 **Computation of Time:** In computing the date when notice must be given under a provision of the Letters Patent or By-Laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be included.

14.3 **Omissions and Errors:** The accidental omission to give any notice to any Member, Director, officer, or auditor, or the non-receipt of any notice by any Member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

14.3 **Omissions and Errors:** The accidental omission to give any notice to any member, director, officer, or auditor, or the non-receipt of any notice by any Member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

14.4 **Waiver of Notice:** Any Member (or his duly appointed proxy), Director, officer or auditor may waive any notice required to be given under the Letters Patent or By-laws of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving of such notice.

14.5 **Signatures to Notice:** The signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped typewritten or printed.

15. BY-LAWS AND AMENDMENTS, ETC.

15.1 **Enactment:** By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Letters Patent and the Act.

16. **RULES AND REGULATIONS**

- 16.1 **Rules and Regulations:** Ancillary or incidental matters relating to the rights and obligations of Members and the utilization of the Club facilities by them and by others shall be subject to the Rules and Regulations, as amended from time to time as determined by the Board. In the event of any conflict between the By-laws and the Rules and Regulations, the provisions of the By-laws shall prevail.

17. **EFFECTIVE DATE**

- 17.1 The By-law shall come into force without further formality upon its enactment.

Enacted as By-law Number 1 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 24th day of October, 2005.

President/Chairman

Vice-President


