CYCLING BRITISH COLUMBIA

CONSTITUTION & BY-LAWS

TABLE OF CONTENTS

~~CONSTITUTION~~ ..... ~~1~~
~~BY-LAWS~~ ..... ~~1~~
~~Article I GENERAL~~ ..... ~~1~~
~~Article II MEMBERSHIP~~ ..... ~~3~~
~~Article III MEETINGS OF MEMBERS~~ ..... ~~4~~
~~Article IV REGISTRANTS~~ ..... ~~7~~
~~Article V DIRECTORS~~ ..... ~~9~~
~~Article VI OFFICERS~~ ..... ~~13~~
~~Article VII COMMITTEES~~ ..... ~~13~~
~~Article VIII FINANCE AND MANAGEMENT~~ ..... ~~14~~
~~Article IX AMENDMENT OF BY-LAWS~~ ..... ~~15~~
~~Article X NOTICE~~ ..... ~~15~~
~~Article XI DISSOLUTION~~ ..... ~~16~~
~~Article XII INDEMNIFICATION~~ ..... ~~16~~
~~Article XIII ADOPTION OF THESE BY-LAWS~~ ..... ~~16~~
CONSTITUTION AND BY-LAWS 1
Article I GENERAL 1
Article II MEMBERSHIP 3
Article III MEETINGS OF MEMBERS 4
Article IV DIRECTORS 7
Article V OFFICERS 13
Article VI COMMITTEES 13
Article VII FINANCE AND MANAGEMENT 14
Article VIII AMENDMENT OF BY-LAWS 15
Article IX NOTICE 15
Article X DISSOLUTION 16
Article XI INDEMNIFICATION 16
Article XII ADOPTION OF THESE BY-LAWS 16

CYCLING BRITISH COLUMBIA

CONSTITUTION ~~&~~AND BY-LAWS

CONSTITUTION

1. The reserved name of the Society shall be Cycling British Columbia.

2. The purposes of the Society are:

   (a) to manage and develop bicycling for competition and sport in British Columbia;

   (b) to promote the development of, and conduct programs for:

      (i) bicycle competition for road, track, cyclo-cross, mountain bike, para-cycling, and BMX; and

      (ii) other activities related to the sport of bicycling;

   (c) to represent British Columbia and, where applicable, administer the directives of the Canadian Cycling Association, the association that officially represents Canada in the world cycling organization known as Union Cycliste Internationale, and other international cycling federations to whom the Society is affiliated;

   (d) to work co-operatively with other community groups, agencies, and organizations (public, private, and professional) having similar objectives and which in any way contribute to the aims of the Society;

   (e) to seek support and assistance from all persons and organizations interested in the promotion and development of the aims consistent with the objectives of the Society as outlined in 2(a) and (b);

   (f) to make, maintain and consider rules consistent with those set out by recognized national and international governing bodies for the governance of the sport of cycling within British Columbia; and

   (g) To raise, use, invest and reinvest money to support the activities of the Society, provided however, that no property, funds or income of the society shall inure to the private profit of any employee, member, club or person.

BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These by-laws relate to the general conduct of the affairs of Cycling British Columbia.

1.2 Definitions - The following terms have these meanings in these By-laws:

   (a) *Act* – the *Society Act* of British Columbia from time to time in force and all amendments to it.

   (b) *Auditor* – an individual appointed by the Members at an annual general meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.

   (c) *Board* – the persons elected or appointed as directors from time to time to manage or supervise the management of the affairs of the Society.

(d) *Chair* – the chair of the Board;

(e) *Club* – a club which:

(i) is registered and in good standing with the Society;

(ii) has paid dues as prescribed by the Board;

(iii) consists of at least five (5) ~~Registrants or Committee~~ Members; and

(iv) may or may not be registered as a society under the Act.

For greater certainty, ~~not all members of Clubs need to be Registrants or Committee Members, and~~ membership in a Club does not alone confer ~~Registration~~membership in the Society.

(f) *Days* – days including weekends and holidays.

(g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.

(h) *Member* – an individual who has registered and is in good standing as a member of the Society~~, and includes Club Members and Committee Members~~.

(i) *Officer* – an individual elected or appointed to serve as an ~~Officer~~officer of the Society pursuant to these By-laws.

(j) *Ordinary Resolution* – a resolution passed by a simple majority of the votes cast on that resolution by those who are entitled to vote thereon.

~~(k) *Registrant* – an individual who has registered with the Society and complied with the requirement of Article IV of these By-laws.~~

~~(l)~~(k) *Society* – Cycling British Columbia.

~~(m)~~(l) *Special Resolution* – a resolution passed by a majority of not less than ~~two-thirds~~three-quarters of the votes cast on that resolution.

1.3 Registered Office – The registered office of the Society will be located within the Province of British Columbia.

1.4 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.5 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.6 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

~~2.1 Categories The Society has the following categories of Member:~~

~~(a) Club Member A Club that is registered as a Member of the Society.~~

~~(b) Committee Member Any individual who is a member of a Standing Committee of the Society as set out in Article VII hereof. Directors, during their term as a director of the Society, shall each be a Committee Member.~~

Admission of Members

~~2.2~~2.1 Admission of Members – No individual ~~or organization~~ will be admitted as a Member of the Society unless:

(a) the candidate member has made an application for membership in a manner prescribed by the Society;

(b) the candidate member has paid dues as prescribed by the Board;

(c) the candidate member agrees to uphold and comply with the Society's By-laws, policies, procedures, rules and regulations; and

(d) the candidate member meets any other condition of membership determined by the Board.

Membership Dues and Duration

~~2.3~~2.2 Year – Unless otherwise determined by the Board, the membership year of the Society will be from January 1st until December 31st of a calendar year.

~~2.4~~2.3 Dues – Membership dues will be determined annually by the Board and ratified by the Members at the Annual General Meeting.

~~2.5~~2.4 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

Transfer, Suspension, and Termination of Membership

~~2.6~~2.5 Transfer – Membership in the Society is non-transferable.

~~2.7~~2.6 Termination – Membership in the Society will terminate immediately upon:

(a) the expiration of the Member's annual membership, unless renewed in accordance with these By-laws;

(b) resignation by the Member by giving written notice to the Society;

(c) dissolution of the Society;

(d) The Member's death ~~or dissolution~~; or

(e) by Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be

heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

~~2.8~~2.7 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action of the Society.

~~2.9~~2.8 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Society.

~~2.10~~2.9 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

~~2.11~~2.10 Dues Payable – Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

Good Standing

~~2.12~~2.11 Definition – A Member will be in good standing provided that the Member:

(a) has not ceased to be a Member;

(b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

(c) has completed and remitted all documents as required by the Society;

(d) has complied with the By-laws, policies, and rules of the Society;

(e) is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

(f) has paid all required membership dues.

~~2.13~~2.12 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting - The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of British Columbia and, at least once every five years, outside of the Greater Vancouver Regional District. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting. Any Member, upon request, will be provided, not less than twenty-one (21) days before the Annual General Meeting, with a copy of the approved financial statements and auditor's report thereon.

3.2 Extraordinary General Meeting - An Extraordinary General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. The Society shall use commercially reasonable ~~commercial~~ efforts to make

such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice - Written or electronic notice of the date of a meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty (20) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions regarding the business of the meeting, information regarding Director nominees, and the text of any resolutions to be voted upon.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual General Meeting.

3.8 Quorum – Twenty-one (21) Members present or by proxy will constitute a quorum. 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.

3.9 Absence of Quorum – If within thirty (30) minutes from the time appointed for a meeting of the Members a quorum is not present, the meeting, if convened on the requisition of Members under the Act, shall be terminated; however, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall constitute a quorum.

3.10 Chair – The Chair of the Society, or in the Chair's absence a Director, shall preside as chair of all Member meetings; however, if any Member meeting the Chair or any Director is not present and willing to act as chair of the meeting within thirty (30) minutes after the time appointed for the meeting, it shall stand adjourned to the same day in the next week, at the same time and place, as if quorum was not present. If a person presiding as chair of a meeting wants to step down as chair for all or part of that meeting, that person may designate an alternate, preferably a Director, to chair such meeting or portion thereof, upon receiving the consent of a majority of the Members present at the meeting.

3.11 Adjournment – The chair of any general meeting may with the consent of a majority of the Members present at the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment takes place.

3.12 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board ~~Registrants be permitted to attend meetings of Members, but for greater certainty Registrants do not have the right to vote at meetings of Members.~~.

3.13 Agenda – The agenda for the Annual General Meeting will at a minimum include:

(a) call to order;

(b) establishment of quorum;

(c) approval of the agenda;

(d) approval of minutes of the previous Annual General Meeting;

(e) receive and consider financial statements of the Society, together with the report of Auditors thereon;

(f) appointment of Auditors;

(g) approval of membership dues and related fees;

(h) additional business as specified in the meeting notice;

(i) election of new Directors; and

(j) adjournment.

3.14 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes of Members are properly cast and counted.

3.15 Adjournments - With the majority consent of the Members present and quorum ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. 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.

3.16 Attendance - The only persons entitled to attend a meeting of the Members are the Members~~, Registrants~~, Directors, Officers, the auditors of the Society and others who are entitled or required under any provision of the Act or these by-laws to be present at the meeting may attend but do not have the right to vote on any matter. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Voting at Meetings of Members

3.17 Voting Rights – Members will each have one vote at all meetings of the Members.

3.18 Record Date – The record date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than sixty (60) days and no less than thirty (30) days prior to the meeting.

3.19 Proxy Voting – Members may vote by proxy if:

(a) the Member notified the Society in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;

(b) the proxy is received by the Society not less than 48 hours prior to the start of the meeting;

(c) the proxy is in a form specified and approved by the Society;

(d) the proxy clearly states the date of the specific meeting; and

(e) the proxy clearly states to whom the proxy is given.

3.20 Maximum Number of Proxies – No Member will hold more than ten (10) proxy votes.

3.21 Voting by Mail or Electronic Means – A voting Member may vote by mail, telephonic or electronic means ~~if the votes may~~in accoradance with the voting procedures adopted by the Board and disclosed to the Members. Any telephonic or electronic voting procedure(s) adopted by the Board will provide that votes be verified as having been made by the Member entitled to vote.

3.22 Voting Procedure – Voting on resolutions or proposals, other than the election of Directors, will be held by means specified by the Board; except upon the demand~~,~~ by at least ten (10) of Members~~,~~ for a secret ballot prior to the vote being held.

3.23 Ordinary Resolution - Except as otherwise provided in these By-laws or the Act, resolutions will be passed by Ordinary Resolution.

3.24 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

~~Article IV REGISTRANTS~~

~~Admission of Registrants~~

~~4.1 Admission of Registrants No individual or organization will be admitted as a Registrant of the Society unless:~~

~~(a) the candidate Registrant has made an application for registration as a Registrant in a manner prescribed by the Society;~~

~~(b) the candidate Registrant has paid dues as prescribed by the Board;~~

~~(c) the candidate Registrant agrees to uphold and comply with the Society's By-laws, policies, procedures, rules and regulations; and~~

~~(d) the candidate Registrant meets any other condition of Registration determined by the Board.~~

~~Registration Dues and Duration~~

~~4.2 Year Unless otherwise determined by the Board, the Registrant year of the Society will be from January 1st until December 31st of a calendar year.~~

~~4.3 Dues Registrant dues will be determined annually by the Board and ratified by the Registrants at the Annual General Meeting.~~

~~4.4 Duration Registrant duration is accorded on an annual basis and Registrants will re-apply for Registration annually.~~

~~Transfer, Suspension, and Termination of Registration~~

~~4.5 Transfer Registration in the Society is non-transferable.~~

~~4.6 Termination Registration in the Society will terminate immediately upon:~~

~~(a) the expiration of the Registrant's annual registration, unless renewed in accordance with these By-laws;~~

~~(b) resignation by the Registrant by giving written notice to the Society;~~

~~(c) dissolution of the Society;~~

~~(d) the Registrant's death or dissolution; or~~

~~(c) by Ordinary Resolution of the Board at a duly called meeting, provided fifteen (15) days notice is given and the Registrant is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of Registration and the Registrant receiving the notice will be entitled to submit a written submission opposing the termination.~~

~~4.7 May Not Resign A Registrant may not resign from the Society when the Registrant is subject to disciplinary investigation or action of the Society.~~

~~4.8 Arrears A Registrant will be expelled from the Society for failing to pay Registration dues or monies owed to the Society by the deadline dates prescribed by the Society.~~

~~4.9 Discipline In addition to expulsion for failure to pay registration dues, a Registrant may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Registrants.~~

~~4.10 Dues Payable Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Registrants will remain due.~~

~~**Good Standing**~~

~~4.11 Definition A Registrant will be in good standing provided that the Registrant:~~

~~(a) has not ceased to be a Registrant;~~

~~(b) has not been suspended or expelled from membership, or had other Registrant restrictions or sanctions imposed;~~

~~(c) has completed and remitted all documents as required by the Society;~~

~~(d) has complied with the By-laws, policies, and rules of the Society;~~

~~(e) is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and~~

~~(f) has paid all required Registration dues.~~

~~4.12 Cease to be in Good Standing Registrants that cease to be in good standing, as determined by the Board or a disciplinary panel will not be entitled to vote at meetings of the Registrants or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Registrants has met the definition of good standing.~~

~~Article V~~ARTICLE IV DIRECTORS

Composition of the Board

~~5.1~~4.1 Directors – The Board will consist of a minimum of seven (7) and a maximum of nine (9) Directors.

~~5.2~~4.2 Chair of the Board – The Directors will determine who, from a group comprised of the Directors, will be the Chair. The Chair will preside at meetings of the Board, the annual general and extraordinary meetings of the Society, will be the official representative of the Society with Cycling Canada, and will perform such other duties as may from time to time be established by the Board. The Chair along with the Board is responsible to oversee the Executive Director.

~~5.3~~4.3 Specific Director Duties – In addition to the Chair, the Directors will determine who, from a group comprised of the Directors, will assume the following specific duties:

(a) The Vice Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and will perform such other duties as may from time to time be established by the Board.

(b) The Secretary will be responsible for the documentation of all amendments to the Society's By-laws, will ensure that all official documents and records of the Society are properly kept, cause to be recorded the minutes of all meetings, will cause to be prepared and submitted to each meeting of the Board or Members, as applicable, and other meetings a report of all activities since the previous meeting of the Board or Members, as applicable or other meetings, and will perform such other duties as may from time to time be established by the Board.

(c) The Treasurer will, subject to the powers and duties of the Board, cause to be maintained proper accounting records as required by the Act, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will oversee the preparation by the Executive Director of annual budgets and periodic reports to the Board and will perform such other duties as may from time to time be established by the Board. The Treasurer will chair the Financial Oversight and Audit Committee.

Election of Directors

~~5.4~~4.4 Eligibility – To be eligible for election as a Director, an individual must:

(a) be eighteen (18) years of age or older;

(b) be a Member ~~or Registrant~~ of the Society;

(c) have the power under law to contract;

(d) have not been declared incapable by a court in Canada or in another country; and

(e) not have the status of bankrupt.

~~5.5~~4.5 Call for Nominations – Not less than nine (9) months after the previous Annual General Meeting, the Nominating Committee will issue a 'Call for Nominations' using any means of communication. The 'Call of Nominations' will state the method which the nominations are to be made, the requirements for the position, and the deadline for submission which will be no earlier than forty-five (45) after the date of the "Call of Nominations". No nominations will be accepted on a date that is thirty (30) days before the meeting (as determined by the Board).

~~5.6~~4.6 Nomination - Any nomination of an individual for election as a Director will:

(a) include the written consent of the nominee by signed or electronic signature;

(b) be in the form required by the Society; and

(c) be submitted to the registered office of the Society thirty (30) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

~~5.7~~4.7 Election –Directors will be elected at each Annual General Meeting.

~~5.8~~4.8 Elections – Elections will be decided by majority vote of the Members in accordance with the following:

(a) One Valid Nomination – Winner declared by acclamation.

(b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

~~5.9~~4.9 Terms - Directors will serve terms of one (1) year, to a maximum of 5 (five) consecutive terms, and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

~~5.10~~4.10 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

~~5.11~~4.11 Vacate Office - The office of any Director will be vacated automatically if:

(a) the Director resigns;

(b) at the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;

(c) the Director is found to be incapable of managing property by a court or under British Columbia law;

(d) the Director is found by a court to be of unsound mind;

(e) the Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or

(f) the Director dies.

~~5.12~~4.12 Removal – Director may be removed by Special Resolution of the Members at an Annual General Meeting or Extraordinary General Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Vacancy on the Board

~~5.13~~4.13 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual General Meeting.

~~5.14~~4.14 No Invalidity – No act or proceeding of the Board is invalid by reason only if the being less than the prescribed number of Directors in office.

Meetings of the Board

~~5.15~~4.15 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.

~~5.16~~4.16 Chair – The Chair will be the chair of all Board meetings unless designated by the Chair. In the absence of the Chair, or if the meeting of the Board was not called by the Chair, an interim chair for the meeting will be selected by the attending Directors.

~~5.17~~4.17 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

~~5.18~~4.18 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

~~5.19~~4.19 Number of Meetings – The Board will hold at least four (4) meetings per year.

~~5.20~~4.20 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

~~5.21~~4.21 Participation/Holding by Electronic Means – Directors may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. The Society shall use reasonable commercial efforts to make such means available. A Director so participating in a meeting is deemed to be present at the meeting. The Directors may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

~~5.22~~4.22 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.

~~5.23~~4.23 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

~~5.24~~4.24 Written Resolutions - A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

~~5.25~~4.25 In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:

(a) discipline of any Director, Officer or Member ~~or Registrant~~;

(b) expulsion or suspension of any person from any office of the Society, or of any organization from membership in the Society;

(c) recruitment and employment of personnel;

(d) acquisition of property or other contractual arrangements; or

(e) preparation or planning for the presentation of a competitive bid, quote, or similar activity.

~~5.26~~4.26 Closed Meetings – Meetings of the Board will be closed to Members~~, Registrants~~ and the public except by invitation of the Board. The Executive Director of the Society will have a standing invitation to meetings of the Board but will be asked to leave the meeting when business is being conducted in-camera or when matters involving the Executive Director are being discussed.

Duties of Directors

~~5.27~~4.27 Standard of Care – Every Director will:

(a) act honestly and in good faith with a view to the best interests of the Society; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

~~5.28~~4.28 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

~~5.29~~4.29 Empowered – The Board is empowered, including but not limited to:

(a) make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;

(b) make policies and procedures relating to the discipline of Members~~ and Registrants~~, and have the authority to discipline Members~~ and Registrants~~ in accordance with such policies and procedures;

(c) make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;

(d) employ or engage under contract such persons as it deems necessary to carry out the work of the Society;

(e) determine registration procedures, recommend membership dues, and determine other registration requirements;

(f) enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;

(g) make expenditures for the purpose of furthering the objects and purposes of the Society;

(h) borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and

(i) perform any other duties from time to time as may be in the best interests of the Society.

~~5.30~~4.30 Investments – The Board may purchase, lease or otherwise acquire, alienate sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society for such consideration and upon such terms and conditions as it may deem advisable.

~~5.31~~4.31 Trusts – The Board may enter into a trust agreement or agreements with a trust company or other trustees as it may deem fit for the purpose of creating a trust fund or funds of which the capital and income may be made available for the furtherance of all or any of the purposes and objects of the Society in accordance with such terms and conditions as it may prescribe.

~~5.32~~4.32 Patrons – The Board may appoint such persons as it sees fit as patrons of the Society as to solicit from such persons such support of or assistance to the Society as the Board may determine.

~~Article VI~~ARTICLE V OFFICERS

~~6.1~~5.1 Composition – The Officers will be comprised of the Executive Director and other Officers appointed by the Board from time to time. The Officers will be appointed by the Board.

~~6.2~~5.2 The Executive Director is the chief executive officer of the Society and will be responsible for the management and supervision of the operations of the Society.

~~6.3~~5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society.

~~6.4~~5.4 Removal – An Officer may be removed by Special Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Special Resolution is put to a vote. If the Officer is removed by the Members and if he or she is also a Director, his or her position as a Director will automatically and simultaneously be terminated.

~~Article VII~~ARTICLE VI COMMITTEES

Committees

~~7.1~~6.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Society, may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees and may, in accordance with the Act and the By-laws, delegate to any Committee any of its powers, duties, and functions.

~~7.2~~6.2 Standing and Special Committees – The Board may create such standing and special committees as may from time to time be required**.** Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a resolution of the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall be automatically dissolved.

~~7.3~~6.3 Standing Committees – The Standing Committees of the Society are:

(a) Road Cycling;

(b) Mountain Biking;

(c) Cyclo-cross;

(d) BMX;

(e) Track Cycling;

(f) Para-Cycling;

(g) Cycling for All;

(h) Nominating and Governance;

(i) Financial Oversight and Audit; and

(j) High Performance.

~~7.4~~6.4 Removal - The Board may remove any member of any Committee for reasons deemed necessary by the Board at their discretion.

~~7.5~~6.5 Debts – No Committee will have the authority to incur debts in the name of the Society.

~~Article VIII~~ARTICLE VII FINANCE AND MANAGEMENT

~~8.1~~7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be from January 1st until December 31st.

~~8.2~~7.2 Bank - The banking business of the Society will be conducted at such financial institution as the Board may determine.

~~8.3~~7.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Society in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor may be removed by an ordinary resolution of the Members. The auditor will not be an employee, Officer, or Director of the Society and must be permitted to conduct an audit or review engagement of the Society under the Act. Subject to the Act, the Members, or the Board if authorized to do so by the Members, shall fix the remuneration of the auditors.

~~8.4~~7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual General Meeting. The Financial Statements will include:

(a) the financial statements;

(b) the auditor's report; and

(c) any further information respecting the financial position of the Society.

~~8.5~~7.5 Audit Requirements – The financial statements of the Society will be presented annually to the members at the Annual General Meeting in accordance with the Act.

~~8.6~~7.6 Books and Records - The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept.

~~8.7~~7.7 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the

Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

~~8.8~~7.8 Property - The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

~~8.9~~7.9 Borrowing - The Board may from time to time:

(a) borrow money on the credit of the Society;

(b) issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;

(c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and

(d) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Society.

~~8.10~~7.10 Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

Remuneration

~~8.11~~7.11 No Remuneration - All Directors and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

~~8.12~~7.12 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

~~Article IX~~ARTICLE VIII AMENDMENT OF BY-LAWS

~~9.1~~8.1 Amendment – These By-laws may only be amended, revised, repealed or added to by: (i) Ordinary Resolution of the Board. By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution; or (ii) in the absence of an Ordinary Resolution of the Board, by a Special Resolution of the Members.

~~9.2~~8.2 Effective Date – By-law amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

~~Article X~~ARTICLE IX NOTICE

~~10.1~~9.1 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

~~10.2~~9.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

~~10.3~~9.3 Error in Notice - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

~~Article XI~~ARTICLE X DISSOLUTION

~~11.1~~10.1 Dissolution – The Society may be dissolved in accordance with the Act.

~~11.2~~10.2 Assets - Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to clubs or organizations supporting or promoting the purposes of the Society.

~~Article XII~~ARTICLE XI INDEMNIFICATION

~~12.1~~11.1 Will Indemnify - The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

~~12.2~~11.2 Will Not Indemnify - The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

(a) the individual acted honestly and in good faith with a view to the best interests of the Society; and

(b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

~~12.3~~11.3 Insurance - The Society will, at all times, maintain in force such Directors and Officers liability insurance.

~~Article XIII~~ARTICLE XII ADOPTION OF THESE BY-LAWS

~~13.1~~12.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on **[•]**, ~~2014~~2015.

~~13.2~~12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.