



# Cobourg Cycling Club 2012 By-Law No.1

## Introduction

Section One  
Section Two  
Section Three  
Section Four  
Section Five  
Section Six  
Section Seven  
Section Eight  
Section Nine  
Section Ten  
Section Eleven  
Section Twelve

## Index

Interpretation  
Head of Office  
Terms of Membership  
Meetings of Membership  
Board of Directors and Officers  
Meetings of the Board  
Duties of the Directors/Officers  
Remuneration  
Non-Liability and Indemnity  
Finances  
Amendments to the Constitution and By-Laws  
Miscellaneous

## Sections

### 1.0 Interpretation

### 2.0 Head Office

### 3.0 Terms of Membership

- 3.01 Application
- 3.02 Adult Member
- 3.03 Youth Member
- 3.04 Members Bound by By-Laws
- 3.05 Fees
- 3.06 Refund of Fees
- 3.07 Disciplinary Matters

### 4.0 Meetings of Members

- 4.01 Place of the Annual General Meeting
- 4.02 Date of the Annual General Meeting
- 4.03 Procedure at the Annual General Meeting
- 4.04 Calling a Special Meeting
- 4.05 Place of the Special Meeting
- 4.06 Right to Vote
- 4.07 Quorum
- 4.08 Voting Procedure
- 4.09 Votes to Govern
- 4.10 Polls
- 4.11 Casting Vote
- 4.12 Voting by Proxy
- 4.13 Adjournment of Meetings

- 5.0 Board of Directors and Officers**
  - 5.01 Election of Directors
  - 5.02 Officer Positions
  - 5.03 Term of Office of Directors/Officers
  - 5.04 Past President
  - 5.05 Resignations
  - 5.06 Absence, Incapacity or Resignation of President
  - 5.07 Vacancies
  - 5.08 Removal from Office
  - 5.09 Disqualification
  - 5.10 Irregularity
  - 5.11 Nominating Committee
  - 5.12 Nominations and Elections
  
- 6.0 Meetings of the Board**
  - 6.01 Notice of Directors Meeting
  - 6.02 Quorum for Meeting
  - 6.03 Order of Business
  - 6.04 Voting at Meeting
  
- 7.0 Duties of the Directors/Officers**
  - 7.01 Director Positions
  - 7.02 President
  - 7.03 Vice-President
  - 7.04 Treasurer
  - 7.05 Secretary
  - 7.06 Past President
  - 7.07 Signing Officers
  - 7.08 Meeting Summaries
  - 7.09 Employment
  - 7.10 Variation of Duties
  
- 8.0 Remuneration**
  - 8.01 Reimbursement
  - 8.02 Special Remuneration
  
- 9.0 Non-Liability and Indemnity**
  - 9.01 Protection of Directors, Officers and Chairmen
  - 9.02 Indemnity of Directors, Officers and Chairperson
  - 9.03 Release and Indemnity Agreement for Members
  - 9.04 Release Waiver and Indemnity Agreement for Non-Members
  - 9.05 Non-Liability of Corporation for Personal Property
  
- 10.0 Finances**
  - 10.01 Fiscal Year
  - 10.02 Auditor
  - 10.03 Publication of Annual Statement
  - 10.04 Availability of Annual Statement
  
- 11.0 Amendments – Constitution and By-Laws**
  - 11.01 Restriction to Amendments
  - 11.02 Amendments to By-Laws
  
- 12.0 Miscellaneous**
  - 12.01 Dissolution or Liquidation
  - 12.02 Grants, Donations, Gifts
  - 12.03 Repeal
  - 12.04 Seal
  - 12.05 Coming Into Force

A by-law relating generally to the transaction of affairs of The Cobourg Cycling Club 2012.

## **Introduction**

WHEREAS The Cobourg Cycling Club 2012 was incorporated as a not-for-profit organization under the laws of the Province of Ontario on the 24<sup>th</sup> day of August 2012.

AND WHEREAS the Corporation Act of the Province of Ontario provides for the enactment and confirmation of by-laws at a general meeting;

AND WHEREAS this by-law shall replace and supersede any others passed prior to the day of enactment;

AND WHEREAS the by-law herein is necessary for the proper operation of The Cobourg Cycling Club 2012;

BE IT ENACTED as a by-law of The Cobourg Cycling Club 2012 as follows;

## **SECTION ONE – INTERPRETATION**

- 1.01** In this by-law and all other by-laws of The Cobourg Cycling Club 2012, hereafter passed, unless the context otherwise specifies or requires:
- a. “Board” means the Board of Directors of the Corporation;
  - b. “Corporation” means Cobourg Cycling Club 2012 also known as CCC;
  - c. “Director” means a person elected or appointed to the Board and includes the Officers;
  - d. “Officers” means a committee composed of the President, Vice-President, Secretary/Treasurer as the case may be;
  - e. “Good Standing” means the status of being a paid-up member for the Year
  - f. “Member” means a person in Good Standing who is thereby granted permission to participate in the activities of the CCC;
  - g. “Poll” a – means a recorded vote, wherein the name of each person voting and that persons position on the vote is recorded by the Secretary or Secretary/Treasurer;
  - h. “Year” - means the 12 month period running from January 1<sup>st</sup> to the last day of December in the same year;
- 1.02** The singular shall include the plural and the plural the singular and the masculine shall include the feminine and the feminine shall include the masculine.
- 1.03** The CCC shall have a Board composed of not less than the five (5) positions namely: President, Vice-President, Treasurer, Secretary and Ride Coordinator. The Board may, from time to time, by resolution passed by a majority of the membership in attendance at the Annual General Meeting, increase or decrease the size of the Board, provided that at all times the Board shall be composed of at least a President, Vice-President, Treasurer and Ride Coordinator. The Board may, from time to time, by resolution passed by the Board at a regular Board meeting, alter the duties and responsibilities of any Board member.
- 1.04** The Board may or may not create and Executive Committee composed of the President, Vice-President, Treasurer, Secretary, Ride Coordinator, Communication Coordinator and Membership Coordinator.

## **SECTION TWO – HEAD OFFICE**

- 2.01** The Head Office of the Corporation shall be located in the Town of Cobourg or in the County of Northumberland in the Province of Ontario, and at such a place therein as the Board may from time to time by resolution decide.

## **SECTION THREE – TERMS OF MEMBERSHIP**

### **3.01 Application**

All persons interested in the objects of the Corporation who may make application and pay membership fees fixed by the Board shall be members in Good Standing

### **3.02 Adult Member**

An Adult Member is a person who has reached the age of 18 years or over. Such person shall be entitled to:

- i Be a Director;
- ii Vote at the Annual General Meeting or any Special Meeting; and
- iii Enjoy all other privileges of membership subject to any restrictions which may be passed by the Board from time to time;

### **3.03 Youth Member**

A Youth is a person who has not attained the age of 18 years old at the time he/she completes a membership application form. No Youth Member shall be entitled to be a Director or vote at the Annual General Meeting or any Special Meeting. All Youth Members shall enjoy the privileges of membership subject to any restrictions which may be passed by the Board from time to time.

### **3.04 Members Bound by By-Laws**

All members shall, by accepting membership, be deemed to have notice of and to agree to be bound by all rules and regulations duly made thereto or hereafter to be made by the Corporation or duly Authorized Director or by the Board

### **3.05 Fees**

The annual and other fees, dues and assessments which the members shall pay to the Corporation shall be determined, from time to time by the Board. Members in default of payment automatically shall cease to be members and cease to enjoy the privileges of membership. Members shall be reinstated upon payment of such fees and associated service charges, if any

### **3.06 Refund of Fees**

On resignation or expulsion, a member shall have no claim on the refund or any part his fees for the current year or past years.

### **3.07 Disciplinary Matters**

Should the conduct of any member, in the opinion of the Board, be injurious to the business or interests of the Corporation, or should any member persistently refuse to conform to any by-law or rule or regulation of the Corporation, the Board may reprimand, and/or suspend, such member forthwith. Within 14 days of such action by the Board, the Secretary shall mail such former member, at the last address on file, a letter containing a summary of the Board's decision. Any reinstatement of the member shall be subject to the discretion of the Board, exercised at a Special Meeting, held within 14 days following the receipt of a written request by the former member, or as soon after that as is reasonably possible.

## **SECTION FOUR – MEETINGS OF MEMBERS**

### **4.01 Place of the Annual General Meeting**

The Annual General Meeting of the Corporation shall be held at such a place in the County of Northumberland on such day each year as the Board may by resolution determine.

### **4.02 Date of the Annual General Meeting**

The Annual General Meeting of the Corporation shall be held in the final quarter of the calendar year. Notice of the meeting shall be provided to the members by way of E-mail and/or by way of posting the required information on the CCC's website at least fourteen (14) days in advance. Non-receipt of notice by any members shall not invalidate any resolution passed or any proceedings taken at the Annual General Meeting.

### **4.03 Procedure at the Annual General Meeting**

The agenda for the Annual General Meeting (the "AGM") shall be determined by the Board but the new members present at the AGM shall be permitted to add items for discussion under "New Business". Such meeting shall be held to receive the CCC's financial report and an annual report from the President. At the AGM the members who are present, in person, or by way of proxy, shall elect from those members present, the next Directors of the CCC.

### **4.04 Calling a Special Meeting**

A Special Meeting of the Corporation may be called by a simple majority of the Board or by requisition signed by at least one tenth of the members of the Corporation. A notice of a Special Meeting shall contain a summary of proposed business to be conducted at such meeting and said notice shall be mailed or e-mailed to members of the Corporation and published on the CCC's website at least 14 days in advance.

### **4.05 Place of the Special Meeting**

The Special Meeting of the Corporation shall be held at such time and such place within the Town of Cobourg as may be designated by the Directors or the persons calling the meeting.

### **4.06 Right to Vote**

At each meeting of the Corporation every member who is at the proper time entered in the books of the Corporation as a member in good standing of the Corporation shall be entitled to one vote on each question arising at any AGM or Special Meeting of the Members.

### **4.07 Quorum**

A quorum for the transaction of business at any meeting of members shall consist of not few than 10 percent (10%) of the membership or less 10 members, whichever is the lesser, present in person or by proxy. The President or in his absence the Vice-President or in his absence the Treasurer or such Director as the President shall delegate, shall take the chair and shall preside at all members meetings of the Corporation. If the President or his designates are not present, the members present shall choose one of their members to be Chairperson of the meeting.

### **4.08 Voting Procedure**

For the election of Directors and for the conduct of business at the AGM or special meetings, voting shall be by show of hands. A simple majority shall decide all motions, whether at the Annual General Meeting or a Special Meeting.

### **4.09 Votes to Govern**

At all meetings of the members every question shall, unless otherwise required by law or the by-laws of the Corporation, be decided by a majority of the votes duly cast on the question. At all meetings of members every question shall be decided by a show of hands, unless a poll thereon be required by the chairman or be demanded by any member present in person. After a show of hands has been taken on any question the

Chairman may require or any member entitled to vote may demand a poll thereon. Whenever a vote by a show of hands shall have been taken, unless a poll be so required or demanded, as declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or not carried, an entry to that effect in the minutes of the proceedings shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceedings in respect of the said question, and result of the votes so taken shall be the decision of the Corporation at the AGM or Special Meeting, as the case may be, upon such resolution.

#### **4.10 Polls**

If a poll be required by the Chairman of the meeting or be duly demanded by any member and the demand not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting may direct. Upon a poll each member entitled to vote at the meeting shall be entitled to one vote and the result of the poll shall be the decision of the Corporation at the AGM or Special Meeting, as the case may be, upon the question.

#### **4.11 Casting Vote**

In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a second or deciding vote.

#### **4.12 Voting by Proxy**

Notwithstanding the foregoing, any member in good standing may appoint a person as a delegate to represent him. Such delegate on presentation of written authority signed by the member may be entitled to vote on all issues which may come before that particular meeting. This permission is known as voting by proxy. The document of authorization so issued by a member will be valid for only one meeting and such delegate may vote no more than two proxies, plus his own vote, on each and every question.

#### **4.13 Adjournment of Meetings**

The Chairman may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members, except that when a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be as in the case of an ordinary meeting. Any business may be brought before or dealt with at the original meeting in accordance with notice calling such original meeting.

## **SECTION FIVE – BOARD OF DIRECTORS AND OFFICERS**

#### **5.01 Election of Directors**

The Corporation shall be managed by the Board of Directors who shall have full power and authority to manage and control the affairs of the Corporation. The Directors shall fill the following Officer positions within the Corporation. The President, Vice-President, Treasurer and Secretary and shall be elected at the AGM or Special Meeting of the Corporation. In addition, pursuant to Section 5.07, an Officer may be appointed by the Board to hold office until the next AGM or Special Meeting. At the AGM the members shall appoint the office to be held by Director if applicable.

#### **5.02 Officer Positions**

The Board shall include the following Officers – President, Vice-President, Treasurer and Secretary, or such other Officers as the Board may determine from time to time. The Board may appoint such other Officers or Committee Chairmen such as Ride Coordinator, Communications Coordinator, Membership Coordinator or Social Coordinator as they deem appropriate who shall hold office until the next AGM of the CCC or until their successors have been appointed.

#### **5.03 Term of Office of Directors/Officers**

Each Director shall be elected yearly to hold office for a term of one year until the next AGM of the Corporation or until his/her successor has been elected or appointed. The

President shall be a member of all standing committees. All elected and appointed Directors shall retire at the end of the term of office at the AGM and shall be eligible for re-election if otherwise qualified. The term of office of Officers or Committee Chairmen shall expire at each AGM but such person shall be eligible for re-appointment if otherwise qualified.

**5.04 Past President**

The position of Past President shall not be an elected position but one that may be filled at the discretion of the out-going President for the period of one year immediately following his term as President. This position is held by the individual for only one year unless the Board requests and the Past President accept that he/she continues on. The Past President is a voting position.

**5.05 Resignations**

The resignation of a Director shall become effective upon its receipt by the Secretary of the Board or at the expiration of notice in writing signed by the resigning Director and sent by registered mail to the Secretary and President of the CCC.

**5.06 Absence, Incapacity or Resignation of President**

In the event of the absence, incapacity or resignation of the President, Vice-President shall be the acting President until the next meeting of the Board, at which time the Membership shall elect a President from among the Membership.

**5.07 Vacancies**

Vacancies on the Board, however caused, may be filled by the Board by appointment from among qualified members of the CCC, so long as there is a Quorum of Directors in office for each appointment. A person appointed by such Directors then in office, to fill a vacancy in the Board, shall hold office for the balance of the unexpired term of the vacating Director.

**5.08 Removal from Office**

Any Director of the Board may at any time be removed from office by a resolution passed at a Special Meeting of the members called for that purpose. A vacancy so caused may be filled at such meeting from members nominated sat such meeting, and the member so elected shall hold office for the balance of the unexpired term of the Director Member so removed.

**5.09 Disqualification**

At any Special Meeting, the meeting may by resolution declare that any Director shall cease to be a Director of the Board and his/her office vacated before the expiration of his term:

- a. If she/he holds any other office or place yielding profit from Corporation transactions and/or,
- b. If she/he is concerned in or participated in profits of any contract with the Corporation;

Provided that no director shall vacate his office by reason of his being a shareholder or member of any corporation which has entered into any contract with ordinary work for the Corporation of which he is a Director, but he shall no vote in respect of any such contract or work.

**5.10 Irregularity**

No act or proceeding of any Director shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to his appointment or qualification.

**5.11 Nominating Committee**

The Board may appoint a Nominating Committee to receive nomination and put forward the names of prospective Directors from the membership in advance of the AGM. Members of the Nominating Committee with the exception of the Past President shall not be eligible themselves for such positions.

### **5.12 Nominations and Elections**

If there is a nominating Committee, all nomination for the Board of Directors shall be sent to the Nominating Committee in writing, duly seconded by one other member and with the consent of the nominee. The Secretary shall ensure that all such nominations shall be included in the notice of the AGM. In addition, nominations may be received at the AGM by the Nominating Committee, duly seconded by one other member and with the consent of the nominee, in writing up until the hour fixed for the AGM or Special Meeting called for such purpose. A member duly nominated as a Director and subsequently defeated may be nominated for one other office at the AGM or Special Meeting.

## **SECTION SIX – MEETINGS OF THE BOARD**

### **6.01 Notice of Directors Meeting**

Reasonable notice of a meeting of the Board shall be given to each Director personally, and in default of personal notice shall be given by telephone or Email, at least three (3) days in advance, or in writing by letter postmarked at least seven (7) days in advance addressed to each Director at the address of record, provided however, that if a certain day or date in each month is affixed by the Directors for holding regular meetings no notice of any Directors meeting need be given to any Director.

### **6.02 Quorum for Meeting**

A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Directors. But this simple majority must include any three (3) of the President, Vice-President, Treasurer and Secretary. Notwithstanding vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a Quorum of the Board remains in office.

### **6.03 Order of Business**

The order of business at meetings of the Board shall be determined by the President but to follow standard accepted practice. The order of business may be altered at any meeting by a majority of the Directors present.

### **6.04 Voting at Meeting**

Questions arising at any meeting of the Board and its committees shall be decided by a majority of votes of those present. Each Director shall be entitled to cast one vote notwithstanding that he may hold more than one (1) Officer position. In any case of an equality of votes, the person chairing the meeting, in addition to his/her original vote shall have a second deciding vote.

## **SECTION SEVEN – DUTIES OF THE DIRECTORS/OFFICERS**

### **7.01 Directors Positions**

The elected Directors/Officers of the CCC shall consist of a President, Vice-President, Treasurer and Secretary or a President, Vice-President and Secretary/Treasurer.

### **7.02 President**

The President shall be the chief executive officer of the CCC and preside at all meetings of the Board and members of the CCC.

### **7.03 Vice-President**

The Vice-President shall act in the absence of the President.

### **7.04 Treasurer**

The Treasurer shall administer the finances of the CCC.

**7.05 Secretary**

The Secretary shall keep accurate minutes of each meeting of Directors and members, administer secretarial duties of the CCC and perform or oversee all membership functions.

**7.06 Past President**

The Past President shall be the immediate Past President and shall provide advice and continuity from the previous Board.

**7.07 Signing Officers**

Contracts, documents or any other instruments in writing requiring the signatures of the CCC shall be signed by any two (2) signing Officers consisting of the President, Vice-President, Treasurer or Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the CCC without further authorization or formality. The Board shall have the power by resolution to appoint any Officer on behalf of the CCC to sign specific contracts, documents and/or instruments in writing. Such contracts, documents or instruments shall have the prior approval of the Board.

**7.08 Meeting Summaries**

Summaries of all decisions taken at Board meetings shall be prepared for circulation by the Secretary.

**7.09 Employment**

No Director shall be an employee of the CCC unless unanimously approved by the General Membership.

**7.10 Variation of Duties**

From time to time the Board may vary or limit the powers or duties of any Director.

**SECTION EIGHT – REMUNERATION**

**8.01 Reimbursement**

Directors shall not be remunerated for their work, and no Director shall directly or indirectly receive any profit from his position. Directors can be entitled to a reimbursement for any reasonable expenses incurred in the performance of his duties and approved by the Board.

**8.02 Special Remuneration**

The Board or a Director of the CCC may fix any remuneration for persons employed by the CCC, but not Directors unless approved by the General Membership, to carry out such duties as directed and approved by the Board or such Director designated by the Board.

**8.03** The Board may waive the membership fee for any person, under such conditions as it may from time to time determine.

**SECTION NINE – NON-LIABILITY AND INDEMNITY**

**9.01 Protection of Directors, Officers and Chairmen**

No Director, Officer or Chairperson of any standing committee of the CCC shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or other member of any Committee or Sub-Committee or employee, or for joining in any receipts or their acts for conformity, or for any loss, damage or expense happening to the CCC through the insufficiency or deficiency of any security in or upon which any of the monies from the bankruptcy, insolvency or tortious act of any person with whom any of 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 execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default.

## **9.02 Indemnity of Directors, Officers and Chairpersons**

Every Director, Officer or Chairman of any standing committee of the CCC and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the CCC from and against;

- a. All costs, charges and expenses whatsoever that such Director or Officer sustains or in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and,
- b. All other costs, charges and expenses that he sustains or incurs in or in relation to the affairs of the CCC;

Except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **9.03 Release and Indemnity Agreement for Members**

Each member eighteen years of age and older who has applied and been accepted for membership must have signed the release, waiver and indemnity agreement. Each member under eighteen years of age must have the release, waiver and indemnity agreement signed by a parent or guardian.

## **9.04 Release Waiver and Indemnity Agreement for Non-Members**

Each person eighteen years of age and older attending a cycling event sponsored by the CCC for which they paid must have signed a release, waiver and indemnity agreement. Each person under eighteen years of age must have a release, waiver and indemnity agreement signed by a parent or guardian.

## **9.05 Non-Liability or Corporation for Personal Property**

It is a condition of the use of the CCC's services or privileges that a member's personal property, while in the custody of (by bailment or otherwise) or in the control of the CCC, is at all times at the member's sole risk. The CCC and its servants do not incur any liability at law for the loss or damage to such personal property from any cause whatsoever.

# **SECTION TEN – FINANCES**

## **10.01 Fiscal Year**

The fiscal year of the Corporation shall end on December 31<sup>st</sup> of each year.

## **10.02 Auditor**

The members may at each AGM appoint/retain an auditor to hold office until the next AGM and, if an appointment/retainer is not made, the auditor, if any, then in office shall continue in office until a successor is appointed/retained. The remuneration of the auditor shall be fixed by the Board. Notice of the appointment/retainer of an auditor shall be made on the CCC's website.

## **10.03 Publication of Annual Statement**

The annual financial statement, after presentation to the members at the AGM, shall be published within 30 days thereafter on the CCC's website.

## **10.04 Availability of Annual Statement**

Annual financial statements as approved by the Board shall be available for inspection by any member of the CCC at a time and place mutually agreeable to the member and the Treasurer

## **SECTION ELEVEN – AMENDMENTS – CONSTITUTION AND BY-LAWS**

### **11.01 Restrictions to Amendments**

No Amendments to the By-Laws shall be made if such amendment is contrary to the provisions of the Corporations Act of the Province of Ontario.

### **11.02 Amendments to By-Laws**

By-laws for the orderly government of the CCC may be made by the Board, subject to ratification by the membership at the next AGM or Special Meeting.

## **SECTION TWELVE – MISCELLANEOUS**

### **12.01 Dissolution or Liquidation**

In the event of the dissolution or liquidation of the CCC, any assets remaining after all debts and obligations have been honoured, shall be distributed to one or more recognized charitable organizations located or operating in the County of Northumberland as chosen by the then current Board.

### **12.02 Grants, Donations, Gifts**

The Board may accept grants, donations and gifts in the name of the CCC and its members. Proper acknowledgement and recording of these grants, donations and gifts shall be the responsibility of the Treasurer and Secretary. Grants, donations and gifts shall not be divided amongst the members of the CCC.

### **12.03 Repeal**

All former by-laws of the CCC are repealed from and after the coming into force of the By-Law No. 1 without prejudice to any action heretofore taken thereunder.

### **12.04 Seal**

When obtained a seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the CCC.

### **12.05 Coming Into Force**

This by-law shall come into force on the day on which it is confirmed by the members of the CCC