



# Peterborough Cycling Club

## By-Law No. 1

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A by-law relating generally to the transaction of affairs of the Peterborough Cycling Club Inc.

## **INTRODUCTION**

WHEREAS the Peterborough Cycling Club Inc. was incorporated as a not-for-profit organization under the laws of the Province of Ontario on the 3<sup>d</sup> day of March, 2003;

\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 Peterborough Cycling Club Inc.;

BE IT ENACTED as a by-law of the Peterborough Cycling Club Inc. as follows:

## **SECTION ONE - INTERPRETATION**

- 1.01 In this by-law and in all other by-laws of The Peterborough Cycling Club Inc., hereafter passed, unless the context otherwise specifies or requires:
- a. "Board" means the Board of Directors of the Corporation;
  - b. "Corporation" or "PCC" means the Peterborough Cycling Club Inc.;
  - c. "Director" means a person elected or appointed to the Board and includes the
  - d. Executive;
  - e. "Executive Committee means a committee composed of the President, Vice- President, Treasurer and Secretary or a committee composed of the President, Vice- President, Secretary/Treasurer as the case may be;
  - f. "Good Standing" means the status of being a paid-up member for the Year;
  - g. "Member" means a person in Good Standing who is thereby granted permission to participate in the activities of the PCC;
  - h. "Officer" means a person elected or appointed to serve on the Board;
  - i. "Poll" a — means a recorded vote, wherein the name of each person voting, and that person's position on the vote is recorded by the Secretary or Secretary/Treasurer;
  - j. "Year" — means the 12-month period running from January 1st 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 PCC shall have an Executive Committee composed of not less than the following positions, namely: President; Vice-President; Treasurer and Secretary or President; Vice-President; Treasurer/Secretary. 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 Board, provided that at all times the Board shall be composed of at least a President; Vice-President and Secretary/Treasurer. The Board may from time to time, by resolution passed by the Board at a regular Board meeting, alter the composition of the Board and the duties and responsibilities of any Director.



- 1.04 The Board may create an Executive Committee composed of the President; Vice-President; Treasurer; Secretary or the President; Vice-President; Secretary/Treasurer and such other directors as the Board determines. The Executive Committee may meet in the absence of the Board and make such decisions as the Board may permit.

## **SECTION TWO – HEAD OFFICE**

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

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

### Application

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

### Adult Member

- 3.02 An Adult Member is a person who has attained 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.

### Youth Member

- 3.03 A Youth Member 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.

### Members Bound by By-Laws

- 3.04 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 by duly authorized Director or by the Board.

### Fees

- 3.05 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.

### Refund of Fees

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



## Disciplinary Matters

- 3.07 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 fourteen 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 fourteen days following the receipt of a written request from the former member, or as soon after that as is reasonably possible.

## SECTION FOUR – MEETINGS OF MEMBERS

### Place of the Annual General Meeting

- 4.01 The Annual General Meeting of the Corporation shall be held at such place in the City of Peterborough on such day each year as the Board may by resolution determine.

### Date of the Annual General Meeting

- 4.02 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 members by way of Email and by way of posting the required information on the PCC'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.

### Procedure at the Annual General Meeting

- 4.03 The agenda for the Annual General Meeting (the "AGM") shall be determined by the Board but the members present at the AGM shall be permitted to add items for discussion under "New Business". Such meeting shall be held to receive the PCC'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, or from the name of those members who have informed the President of their intention to stand for office, the next Directors of the PCC.

### Calling a Special Meeting

- 4.04 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. Notice of the Special Meeting shall be provided to members by way of Email and by way of posting the required information on the PCC's website at least fourteen (14) days in advance. The notice for the Special Meeting shall contain a summary of proposed business to be conducted at such meeting.

### Place of the Special Meeting

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



#### Right to Vote

- 4.06 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.

#### Quorum

- 4.07 A quorum for the transaction of business at the Annual General Meeting or Special Meeting shall consist of not fewer than ten percent (10%) of the membership 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 designate, 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.

#### Voting Procedure

- 4.08 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.

#### Votes to Govern

- 4.09 At all meetings of the members every question shall, unless otherwise required by law or the bylaws 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.

#### Polls

- 4.10 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.

#### Casting Vote

- 4.11 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.



#### Voting by Proxy

- 4.12 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, or emailed 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 three proxies, plus his own vote, on each and every motion.

#### Adjournment of Meetings

- 4.13 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**

#### Election of Directors

- 5.01 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 or The President, Vice-President, Treasurer/Secretary 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. Each Director shall also be an Officer of the Corporation. At the AGM the members shall appoint the office to be held by each Director.

#### Officer Positions

- 5.02 The Board shall include the following Officers - President, Vice-President, Treasurer, and Secretary (or Secretary/Treasurer), or such other Officers as the Board may determine from time-to-time. (E.g. Membership Coordinator; Ride Coordinator; Youth Coordinator; Mountain Bike Coordinator; Social Coordinator; Peterborough Triathlon Liaison and Past President) The Board may appoint such other Officers or persons to chair committees as they deem appropriate who shall hold office until the next AGM of the PCC or until their successors have been appointed.

#### Term of Office of Directors/Officers

- 5.03 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.

#### Past President

- 5.04 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 and is a non-voting advisory position.





## Resignations

5.05 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 PCC.

## Absence, Incapacity or Resignation of President

5.06 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 a duty called and publicized Board meeting, those Members present at that meeting (including the Board members in attendance) shall elect a President from among the Membership.

## Vacancies

5.07 Vacancies on the Board, however caused, may be filled by the Board by appointment from among qualified members of the PCC, 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.

## Removal from Office

5.08 Any Director of the Board or any Executive Member reporting to 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 at such meeting, and the member so elected shall hold office for the balance of the unexpired term of the Director or Executive Member so removed.

5.08.1 In addition to Article 5.08, any Director or Executive Member will be deemed to have resigned from the Board if the Director or Executive Member:

- is absent from 3 consecutive meetings within one Year; or
- is absent from 3 consecutive meetings within one Year; or is absent from 25% or more of the meetings held within one year.

A Director or Executive Member who has sent regrets to the Secretary and to the President at least 7 days prior to a meeting shall not be recorded as absent in the meeting minutes.

5.08.2 If a deemed resignation occurs, the event shall be recorded in the minutes of the meeting at which the deemed resignation has occurred and the President shall, as soon as practicable, inform the Director or Executive Member in writing of the effective date of the person's resignation and the Board may as soon as practicable proceed to fill the vacancy in accordance with Article 5.07.

## Disqualification

5.09 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:

- If s/he holds any other office or place yielding profit from Corporation transactions, and/or;
- If s/he is concerned in or participates 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 not vote in respect of any such contract or work.



#### Irregularity

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

#### Nominating Committee

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

#### Nominations and Elections

- 5.12 If there is a Nominating Committee, all nominations 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**

#### Notice of Directors Meeting

- 6.01 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 days in advance, or in writing by letter postmarked at least seven 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.

#### Quorum for Meeting

- 6.02 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 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.

#### Order of Business

- 6.03 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.

#### Voting at Meeting

- 6.04 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 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.



## Meetings Open

6.05 All meetings of the Board are open to all members in good standing of the PCC.

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

### Executive Committee Positions

7.01 The elected Executive Committee and Officers of the PCC shall consist of a President, Vice- President, Treasurer and Secretary or a President, Vice-President and Secretary/Treasurer,

### President

7.02 The President shall be the chief executive officer of the PCC and preside at all meetings of the Board and members of the PCC. Notwithstanding any other section of this by-law, the President shall not serve more than four consecutive one- year terms.

### Vice-President

7.03 The Vice-President shall act in the absence of the President. Notwithstanding any other section of this by-law, the Vice-President shall not serve more than four consecutive one-year terms.

### Treasurer

7.04 The Treasurer shall administer the finances of the PCC.

### Secretary

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

### Past President

7.06 The Past President shall be the immediate Past President and shall provide advice and continuity from the previous Board for a maximum of one-year.

### Signing Officers

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

### Meeting Summaries

7.08 Summaries of all decisions taken at board meetings shall be prepared for circulation by the Secretary. The Secretary shall ensure that the Minutes of each Board or Executive meeting are circulated to the Board within 10 days of each Board and thereafter posted to the PCC's website.

### Employment

7.09 No Officer or Director shall be an employee of the PCC.

### Variation of Duties

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

## **SECTION EIGHT — REMUNERATION**

### Reimbursement

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

### Special Remuneration

- 8.02 The Board or a Director of the PCC designated by the Board may fix any remuneration for persons employed by the PCC, but not Directors, 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**

### Protection of Directors, Officers and Chairmen

- 9.01 No Director, Officer, Executive Member or Chairperson of any standing committee of the PCC shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Executive Member 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 PCC 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 the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default.

### Indemnity of Directors, Officers and Chairpersons

- 9.02 Every Director, Officer or Chairman of any standing committee of the PCC 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 PCC 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 PCC; except such costs, charges or expenses as are occasioned by his own willful neglect or default.

### Release and Indemnity Agreement for Members

- 9.03 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.



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

9.04 Each person eighteen years of age and older attending a cycling event sponsored by the PCC 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,

#### Non-Liability of Corporation for Personal Property

9.05 It is a condition of the use of the PCC'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 PCC, is at all times at the members sole risk. The PCC 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**

#### Fiscal Year

10.01 The fiscal year of the Corporation shall end on December 31st.

#### Auditor

10.02 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 Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. Notice of the appointment/retainer of an auditor shall be made on the PCC's website.

#### Publication of Annual Statement

10.03 The annual financial statement, after presentation to the members at the AGM, shall be published within 30 days thereafter on the PCC's website and/or distributed upon request by Email to any member in good standing.

#### Availability of Annual Statement

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

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

#### Restrictions to Amendments

11.01 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.

#### Amendments to By-Laws

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



## SECTION TWELVE – MISCELLANEOUS

### Dissolution or Liquidation

- 12.01 In the event of the dissolution or liquidation of the PCC, 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 City of Peterborough as chosen by the then current Board.

### Grants, Donations, gifts

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

### Repeal

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

### Seal

- 12.04 The PCC may obtain a Corporate Seal and if so, an impression whereof shall be stamped in the margin hereof of the copy of this by-law retained by Secretary and it shall be Corporate Seal of the PCC. In the absence of the seal, the signatures of the President and one other member of the Executive Committee shall be sufficient to bind the PCC.

### Coming Into Force

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