

SECTION 2

THE CONSTITUTION

(amended & effective 26 October 2011)

Being By-law number one relating generally to the transaction of the affairs of the **OTTAWA BICYCLE CLUB**

NAME: The name of the corporation shall be Ottawa Bicycle Club

ENACTED AND PASSED this fifth day of January, 1988. **WITNESS** the Corporate seal of the Corporation

(original signed by)

Dwight Yachuk
President

(original signed by)

Louis Wood
Secretary



OBJECTIVES

The objectives of the Ottawa Bicycle Club shall be:

- to conduct, encourage and promote cycle racing, cycle touring and recreational touring;
- to assist the community at large in the promotion, encouragement and understanding of all aspects of cycling and related activities;
- to ascertain, defend and pursue the rights of cyclists;
- to carry on the above objectives in affiliation with the Canadian Cycling Association and Ontario Cycling Association; and
- promote amateur youth sport (bicycling)

Constitution History

Notes:

- a. Related constitutional documentation is held in the office
- b. Office copy has Attachments with amendment details, post-6 Nov 93

1. October 13, 1987

- Letters Patent - OBC incorporated. Related Board Minutes suggest that a Constitution is required.

2. January 5, 1988

- Original - Constitution enacted and passed

3. November 22, 1989

- Not found - subsequent Constitution rewrites, however, list this amendment

4. December 5, 1990

- Para 8.04 - changed quorum for Meeting of Members to twenty-five (25)

5. November 6, 1993

- General - major rewrite, simplifying and updating document. Too numerous to list.
- Objective - added "promote amateur youth sport (bicycling)"

6. November 4, 1995

- Para 3.01 - terms of Racing Events and Touring Events Directors set to two (2) years
- Para 6.1 - changed end of Fiscal Year to November 30

7. October 28, 1998

- General - paragraphs renumbered to reflect current computer legal-style, e.g., 3.1, not 3.01.
- Para 1.1 - additions to Terminology: 'Officer' and 'Question'
- Para 2.1 - sentence added stating that honorary members pay no annual dues
- Para 2.3 - meaning of 'Expulsion' generalized
- Para 5.1 - protection of Directors and Agents to include volunteers and employees
- Para 5.3 - liability Insurance purchase to include volunteers and employees
- Para 6.3 - signing authority re-defined
- Para 7.2.1 - quorum for Board Meetings tied to current number of Directors
- Para 7.2.6 - Addition - Executive is required to hold at least one meeting per year

8. October 27, 1999

- Para 3.1 - amended
- Para 3.3 - amended

9. October 26, 2011 – amended

- 1.1 Terminology - text 5.2
- 1.3 Corporate Seal
- 2.1 Definition of Membership
- 2.2. Resignation
- 2.3 Expulsion
- 2.5 Cessation of Membership
- 3.1 Management
- 3.2 Qualification
- 3.9.2 Vice-President
- 3.9.5 Other Directors
- 4. Agents and Employees
- 4.1 Appointment of Agents and Employees
- 5.3 Liability Insurance
- 7.1 Minutes of Meetings
- 7.3.5 Voting of Members

- **7.4.1. Methods of Giving Notice**
- **9.2 Amendment of By-laws**

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1. INTERPRETATION

1.1 Terminology

In this constitution and all other by-laws of the Ottawa Bicycle Club, unless the context otherwise specifies or requires:

- a. the singular shall include the plural and the plural the singular;
- b. **`Board`** means the Board of Directors of the Ottawa Bicycle Club described in paragraph 3.01;
- c. **`OBC`** means the Ottawa Bicycle Club;
- d. **`Member in good standing`** means any Member whose membership is still in effect and, in the case of a Regular Member, who has paid his or her membership dues by the annual due date determined by resolution of the Board.
- e. **`Director`** means a member of the Board of Directors of the OBC pursuant to Section 3 of these by-laws;
- f. **`Officer`** means a member of the Executive Committee, namely the President, Vice-president, Treasurer and Secretary; and
- g. **`Question`** means the subject, motion or amendment under discussion. Also the voting thereon.

1.2 Head Office

The head office of the OBC shall be located in the Regional Municipality of Ottawa-Carleton in the Province of Ontario, and at such place therein as the Board may from time to time by resolution decide.

1.3 Corporate Seal

The Corporate Seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

2. MEMBERSHIP

2.1 Definition

Member designates a person identified as either:

- a. regular member; or
- b. honorary member.

A regular member is any person whose application for admission as a regular member has received the approval of the Board and who has paid the membership fees as determined from time to time by resolution of the Board, for the current term of membership.

An honorary member is:

- a. any person on whom the Board bestows membership in recognition of services rendered to the OBC;
or
- b. any person on whom the Board bestows membership in recognition of his or her contribution to cycling.

The duration of each honorary membership shall be clearly defined by the Board. Honorary members pay no annual dues.

2.2 Termination of Membership

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
 - (i) when the Member's period of membership expires;
 - (ii) if the Member resigns in writing, in which case the resignation shall be effective from acceptance thereof by the Board, provided that, in the case of a Regular Member, such member shall remain liable for payment of any outstanding membership dues levied or which became payable by the Regular Member to the OBC prior to such person's resignation;
 - (iii) if the Member dies;
 - (iv) if a Member is expelled by resolution of the Board, provided that such expulsion is done in good faith and in a fair and reasonable manner.
- (b) For the purposes of paragraph 2.2(a)(iv), an expulsion is fair and reasonable if,
 - (i) a Member is given at least fifteen (15) days notice of the expulsion with reasons; and
 - (ii) the Member is given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the expulsion becomes effective.

2.3 Other Fees

The Board may set fees for the participation of persons in OBC activities.

2.4 Cessation of Membership

A person who has taken possession of, or responsibility for, any OBC property must return such property to the OBC office immediately upon resignation or expulsion from the OBC.

3. DIRECTORS

3.1 Management

A Board comprising a minimum of eight (8) and a maximum of fourteen (14) Directors may decide on, and exercise the right to engage in all the affairs of the OBC except those affairs that its by-laws assign to Meetings of Members.

In the event that the number of elected Directors is less than eight (8), then the remaining Directors shall immediately call a General Meeting of Members, pursuant to the procedures in subsection 7.03. In the interim, the remaining Directors shall not engage in any new business on behalf of the OBC, but may carry out existing commitments such as the payment of rent, payment of wages and other previously contracted services and fees.

3.2 Qualification

No individual shall be qualified for election or appointment as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has the status of a bankrupt;
- (c) is a current employee of the OBC;
- (d) is not a Member in good standing.

3.3 Term

Pursuant to section 3.05:

- a. the term of office of each elected Director with portfolio is of two years. More specifically, the term ends upon the adjournment of the second annual Meeting of Members after the Director's election.
- b. The term of office of each elected Director without portfolio, or director at large, is of one year. More specifically, the term ends upon the adjournment of the first Annual Meeting of Members after the Director's election; and
- c. each Director appointed by the Board may remain on the Board until the adjournment of the Annual Meeting of Members that follows such appointment.

3.4 Re-election

This matter is regulated by provincial statute and is included here for information purposes only as follows:

"At least three (3) Directors shall be elected to the Board at each Annual Meeting of Members."

3.5 Vacation of Office

This matter is regulated by provincial statute and is included for informational purposes only as follows:

"The office of a Director shall forthwith be vacated if:

- a. the holder such office becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- b. the holder of such office is found to be a mentally incompetent person or a person mentally incapable of managing his or her own affairs;

- c. by notice in writing to the OBC, the holder of such office resigns his or her office;
- d. at a General Meeting of Members a resolution is passed by at least three-quarters of the members present and voting at the meeting that the holder of such office be removed from office; or
- e. the holder of such office ceases to be a member of the OBC."

3.6 Appointment to Vacant Positions on the Board

Vacancies on the Board may, provided that elected Directors comprise a majority of the Board, be filled by the Board through appointments from among members of the OBC.

3.7 Remuneration and Expenses

- a. Reasonable expenses incurred by a Director in the performance of OBC duties may be reimbursed, subject to Board approval
- b. Notwithstanding clause a., Directors shall serve without remuneration.

3.8 Conflicts of Interest

- a. Directors who have, directly or indirectly, any interest in any contract or transaction to which the OBC is or is to be a party, other than a contract or transaction in which their interests are limited solely to their remuneration as officers or employees, shall declare their interest in such contract or transaction at a meeting of the Directors and shall at that time disclose the nature and extent of such interest including, as to any contract or transaction involving the purchase and sale of assets by or to the OBC the cost of the assets to the purchaser and the cost thereof to the seller, if acquired by the seller within five (5) years before the date of the contract or transaction is within their knowledge or control or transaction, be counted in the quorum.
- b. Clause a. does not require the disclosure of any interest in any contract or transaction unless the interest and the contract or transaction are both material.
- c. The declaration required by this paragraph 3.08 shall be made at the meeting of the Directors at which the proposed contract or transaction is first considered, or if the Director is not interested in the proposed contract or transaction at the date of the meeting, at the next meeting of the Directors held after said Director becomes so interested, or if the Director becomes interested in a contract or transaction after it is entered into, at the first meeting of the Directors held after said Director becomes so interested, or if a contract or a proposed contract or transaction is one that in the ordinary course of OBC's business would not require approval by the Directors, at the first meeting of the Directors held after the Director becomes aware of it.
- d. If a Director has made a declaration and disclosure of interest in a contract or transaction in compliance with this paragraph 3.08 and has not voted in respect of the contract or transaction at the meeting of the Directors, the Director, if acting honestly and in good faith at the time the contract or transaction was entered into, is not, by reason only of holding the office of Director, accountable to the OBC for any profit or gain realized from the contract or transaction, and the contract or transaction, if it was in the best interest of the OBC at the time the contract or transaction was entered into, is not voidable by reason only of the Director's interest therein.
- e. For the purposes of this paragraph 3.08, a general notice to the Directors by a Director declaring to be a Director or officer of, or to have a material interest in the person that is a party to a contract or transaction, or proposed contract or transaction with the OBC, is a sufficient declaration of interest in relation to any contracts or transactions so made.

3.9 Duties of a Director

3.9.1 President

The President shall:

- a. subject to the authority of the Board, be the chief executive officer of the OBC;
- b. supervise the affairs and operation of the OBC;
- c. chair, when present, all meetings of the Board and Meetings of Members;
- d. be an ex-officio member of all committees of the OBC;
- e. sign all instruments requiring the President's signature;
- f. perform all duties incident to the President; and
- g. have such additional powers and duties as may be prescribed by the Board.

3.9.2 Vice President

The Vice-President shall:

- a. in the absence of the President and subject to the authority of the Board, be the chief executive officer of the OBC;
- b. in the absence of the President, supervise the affairs of the OBC;
- c. in the absence of the President, chair meetings of the Board;
- d. sign all instruments requiring the Vice-president's signature;
- e. perform all duties incident to the Vice-president; and
- f. Be responsible for the Privacy portfolio, policy and related activities;
- g. have such additional powers and duties as may be prescribed by the Board.

3.9.3 Secretary

The Secretary shall:

- a. be responsible for recording the minutes of all meetings of the Board and General Meetings of Members;
- b. give all notices required to be given to the Directors, members, auditors and committees of the Board;
- c. be the custodian of the corporate seal of the OBC and of all books, papers, records, correspondence contracts and other documents belonging to the OBC except when some other agent or employee has been appointed for that purpose;
- d. sign all instruments requiring the Secretary's signature;
- e. perform all duties incident to the Secretary; and
- f. have such additional powers and duties as may be prescribed by the Board.

3.9.4 Treasurer

The Treasurer shall:

- a. have the care and custody of all the funds and securities of the OBC and shall deposit same in the name of the OBC in such bank or banks or with such other depositories as the Board may direct;
- b. keep or cause to be kept, proper accounting records for the OBC;
- c. disburse the funds of the OBC as may be ordered by the Board;
- d. take proper vouchers for such disbursements;
- e. render to the Board at meetings thereof or whenever required of the Treasurer by any Director, an account of all transactions made by the Treasurer and of the financial position of the OBC;
- f. sign all instruments requiring the Treasurer's signature;

- g. perform all duties incident to the Treasurer; and
- h. have such additional powers and duties as may be described by the Board.

3.9.5 Other Directors

The duties of the remaining Directors shall be determined by the Board

3.10 Delegation of Powers and Duties

In case of the absence or inability to act of the President, the Vice-President, the Secretary, the Treasurer or any other Director, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers and duties of such Director to any other Director.

4. AGENTS, EMPLOYEES and Volunteers

4.1 Appointment of Agents, Employees and Volunteers

The Board may appoint, engage and recruit agents, employees and volunteers (and may delegate this function to an officer or officers of the OBC) as it shall deem necessary from time-to-time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

4.2 Removal

All agents and employees and volunteers of the OBC, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time.

4.3 Powers and Duties

All agents and employees shall sign such contracts, documents or instruments in writing that require their respective signatures. They shall and shall have the authority to perform all powers and duties incident to their respective offices and such other powers and duties as may from time-to-time be assigned to them by the Board.

4.4 Remuneration

The remuneration of all agents and employees shall be fixed by the Board by resolution.

5. PROTECTION OF DIRECTORS, AGENTS AND EMPLOYEES

5.1 Protection of Directors, Volunteers, Agents and Employees

No Director, volunteer, agent or employee of the OBC shall be liable for the acts, receipts, neglects or defaults of any other Director, volunteer, agent or employer or for any loss, damage or expense happening to the OBC through the insufficiency or deficiency of title to any property acquired by order of the Board for on behalf of the OBC, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the OBC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any of the funds, securities or effects of the OBC shall be lodged or deposited, or for any loss occasioned by any error of judgement or oversight on said Director's part, or for any, loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any funds, securities or other assets belonging to the OBC, or for any loss, damage or misfortune whatever that may happen in the execution of the duties of said Director's respective office or trust, or in relation there to, unless the same shall happen by or through said Director's own dishonesty or wilful neglect or default.

5.2 Indemnification to Directors and Others

- (a) Every director or officer of the OBC or other person who has undertaken or is about to undertake any liability on behalf of the OBC or any corporation controlled by it and their 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 OBC, from and against:
 - (i) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
 - (ii) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- (b) The OBC shall also indemnify any such person in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.

5.3 Liability Insurance

1. The OBC shall purchase and maintain Commercial General Liability insurance for protection against possible negligence resulting in bodily injury to a third party or damage to their property. This insurance would preferably be provided as part of our membership benefits in OCA and included in the membership fees paid to OCA.

2. The OBC shall purchase and maintain Directors' and Officers' Liability insurance for the protection of the club, and/or its Directors, Officers, volunteers, or employees thereof against liability for their alleged "wrongful acts" as well as for the "wrongful acts" of agents of the OBC. It is understood that such insurance would not apply in the event of dishonest or wilful acts. This insurance may be purchased as an optional benefit through our membership in the OCA.

3. The OBC shall purchase and maintain insurance as required by law or as the Board may from time to time determine necessary, including but not limited to, property insurance for the protection of the assets of the OBC.

5.4 Irregularities in Procedure

No act or proceeding of the Board or any Director or agent shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director, agent or the Board.

5.5 Directors and Agents Entitled to Rely on Reports of Others

The Board, any Director and any agent may rely upon the accuracy of any statement or report prepared by the OBC's auditor and any other report prepared by a qualified person and shall not be responsible or held liable for any loss or damage resulting from acting upon any statement or report.

6. FINANCES

6.1 Fiscal Year

Unless otherwise ordered by the Board, the fiscal year of the OBC shall terminate at midnight on the thirtieth (30) day of the month of November in each calendar year.

6.2 Auditor

The members shall at each annual meeting appoint an auditor to hold office until the next annual meeting, and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed. The Board may fill any vacancy in the office of auditor. The remuneration of such auditor shall be fixed by the Board. The auditor shall be given notice of the appointment forthwith after the appointment is made.

6.3 Signing Authority - Cheques, etc.

Any two Directors of the Board, or agents so appointed by the Board, may arrange, settle, balance and certify all books and accounts between the OBC and the OBC's bankers, and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release of verification slips. Notwithstanding the aforementioned, no person may authorize (sign) a cheque to which they are the recipient.

6.4 Deposit of Securities for Safekeeping

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

6.5 Borrowing

The Board may from time-to-time:

- a. borrow money on the credit of the OBC;
- b. issue, sell or pledge securities of the OBC; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the OBC including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the OBC.

6.6 Investments

Such funds of the OBC not required for its immediate purposes may be invested and dealt with from time-to-time by the Board in such investments and in such manner as it thinks fit.

7. MEETINGS

7.1 Minutes of Meetings

The Board may, at its sole discretion, allow Members, upon reasonable request, to inspect the minutes of proceedings at meetings of the Board, in whole or in part, provided that at no time shall the Board be required to allow Members to inspect the minutes of in camera proceedings at meetings of the Board.

7.2 Meetings of the Board

7.2.1 Quorum

The number of Directors that need to be present at a Board Meeting for a quorum to be deemed is dependant on the current number of Board Members holding office. The quorum number is presented in Table 1.

Current Number of Board Members	Quorum
14	8
13	7
12	7
11	6
10	6
9	5
8	5

Table 1. Number Of Directors Required For A Quorum

7.2.2 Place of Meeting

A meeting of the Board may be held either at the head office or elsewhere within the Regional Municipality of Ottawa-Carleton as determined by the Board.

7.2.3 Calling of Board Meetings and Notice

The President or any two (2) Directors may convene a meeting of the Board at any time. Notice of such meeting shall be given in accordance with paragraph 7.4.1 to each Director not less than seven (7) days before the meeting is to take place. No formal notice is required if all Directors are present at the meeting or those absent signify their consent in writing to the meeting being held in their absence. No notice is required for a meeting of the Board held immediately after Annual Meeting of Members, nor to a new meeting of the Board at which that Director is appointed.

7.2.4 Chairing of Board Meetings

The chair of any meeting of the Board shall be the President, if present, or the Vice-President otherwise. If neither the President nor the Vice-President is present at a meeting of the Board, the Directors shall move to appoint a chair from among the members of the OBC who are present.

7.2.5 Voting

Question arising at any meeting of the Board shall be decided by a majority of votes of those Directors present. In the case of a tied vote, the chair of the meeting may cast a deciding vote.

7.2.6 Meeting of the Executive Board Members (Committee)

The President is required to hold at least one meeting of the Executive Committee per year.

7.3 Meeting of Members

7.3.1 Annual Meeting

The annual meeting of the members shall be held at such time and on such day in each year as the Board may from time-to-time determine, for the purpose of hearing and receiving the reports and statements required by statute to be read at and laid before the membership at an annual meeting, electing Directors, appointing the auditor and fixing or authorizing the Board to fix the auditor's remuneration, and for the transaction of such other business as may properly be brought before the meeting.

7.3.2 General Meeting

The Board shall have power at any time to call a general meeting of the members of the OBC for the transaction of any business, the general nature of which is specified in the notice calling the meeting, to be held at such time and at such place within the Regional Municipality of Ottawa-Carleton as determined by the Board. Members are entitled to call a general meeting of the members of the OBC if a request signed by no fewer than one tenth (10%) of the members is presented to the Board for such a meeting.

7.3.3 Notice

Notice of any Meeting of Members shall be given in accordance with paragraph 7.4.1 to each member not less than twenty-one days before the meeting is to take place. No formal notice shall be necessary if all members are present at the meeting or those absent waive notice or signify their consent in writing to the meeting being held in their absence.

7.3.4 Quorum

A quorum for the transaction of business at any Meeting of Members shall consist of not less than twenty-five (25) members who are present in person. If a quorum has not yet been realized within half an hour after the time appointed for the meeting, the meeting shall not occur.

7.3.5 Voting of Members

Each member in good standing of the OBC shall at all annual and general meetings be entitled to one vote. No member shall be entitled to vote at any meeting unless all dues or fees have been paid. At all meetings, every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the OBC or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration of the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the OBC shall be prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the chair of the meeting shall direct and the result of such poll shall be deemed the decision of the meeting upon the matter in question. In case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the motion shall be deemed to have been defeated and no one shall have a second or deciding vote.

7.4 Notices of Meetings

7.4.1 Methods of Giving Notice

Whenever under the provisions of the by-laws of the OBC, notice is required to be given, such notice may be given either personally or by email or by prepaid first class mail addressed to any Director or member at their latest address as shown in the records of the OBC, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that the notice may be

waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. In addition to the above notice, any official communications of the OBC, including notices and or documents, circulated generally or specifically to the members and directors, may be [deleted] posted on the OBC website and published in the OBC newsletter.

7.4.2 Computation of Time

In computing the date when notice must be given under any provisions requiring a specified number of days notice of any meeting or other event, the date of the giving notice shall be excluded and the date of the meeting or other event shall be included. In making such computations, all Sundays, statutory holidays and other holidays shall be disregarded and treated as if they were regular week days.

7.4.3 Omissions and Errors

The accidental omission to give any notice to any Director, agent, member or other person or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

7.4.4 Waiver of Notice

Directors or members of a standing committee may waive any notice required to be given to them under any provision of any by-law or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

8. COMMITTEES OF MEMBERS

8.1 Committee of Members

Committees of members may be established by one or more Directors of the OBC to assist in the fulfilment of specific club objectives, subject to approval of the Board. Committees of members may be comprised of members as well as specifically designated resource persons.

8.2 Standing Committees

Standing committees are committees of members appointed by the Board and who are responsible to the Board. Such committees may fulfil specific functions delegated to them on behalf of the OBC under resolution of the Board.

8.3 Duration of Mandate of Standing Committee

The duration of the mandate of standing committee will be set by the Board.

9. MISCELLANEOUS

9.1 Adjournments

Any Meeting of Members or of the Board or of any committee may be adjourned to any time and from time-to-time and such business may be transacted as such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.

9.2 Amendment of By-laws

The by-laws of the OBC may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (66.7%) of the votes cast at a Meeting of Members duly called for the purpose of considering the said by-law or sanctioned by confirmation in writing by all of the members entitled to vote at such meeting.

9.3 Donations and Gifts

The Board may accept grants, donations and gifts in the name of the OBC and its members. Proper acknowledgement and recording of these grants, donations and gifts shall be the responsibility of the Treasurer.

9.4 Execution of Documents

Written contracts or other documents requiring the signature of the OBC shall be signed by any two signing officers, and once they have been so signed shall be binding on the OBC without further authorization or formality. The Board shall have the power by resolution to appoint any agent on behalf of the OBC to sign specific written contracts or other documents in view of this being signed by any two signing officers as aforesaid. Such contracts, documents or instruments shall have the prior approval of the Board. The corporate seal may be affixed to such contracts, documents and other instruments in writing that have been signed by any two signing officers as aforesaid or by any agent or any person appointed as aforesaid by resolution of the Board.

ATTACHMENTS

Notes:

- a. Attachments are not contained in Board Members' copy of this document.
- b. Attachments only contain amendment details, post-6 Nov 93.
- c. Appendix A was steered by Dan Montag, Secretary, Nov 93 - Apr 96.
- d. Appendix B was steered by David Lennox, Secretary, Apr 96 - Oct 98.

Appendix A

Constitution Amendments Presented to Members at the AGM, 4 November 1995

A. Problem Definition. Para 3.01 of the current Constitution of the Ottawa Bicycle Club (last enacted on 6 November 1993)

Current Text:

“3.01 Management”

“A board of fourteen (14) Directors, listed in Table 1, may decide on, and exercise the right to engage in, all affairs of the OBC except those affairs that its by-laws assign to Meetings of Members. This Board may exercise such powers provided that at least (8) elected Directors comprise the Board.”

“In the event that the number of elected Directors is less than eight(8), then the remaining Directors shall immediately call a General Meeting of the Members, pursuant to the procedures in subsection 7.03. In the Interim, the remaining Directors shall not engage in any new business on behalf of the OBC, but may carry out existing commitments such as the payment of rent, payment of wages, and other previously contracted services and fees.”

Title	Term
President	2 years
Vice-President	2 years
Treasurer	2 years
Secretary	2 years
Touring	2 years
Racing	2 years
Mountain Biking	2 years
Rideau Lakes Cycle	2 years
Tour	
Social	2 years
Newsletter	2 years
Touring Events	1 year
Racing Events	1 year
Director	1 year
Director	1 year

Table 1 List of Directors

Proposed Text, that was approved by Members:

“3.01 Management”

“A board of fourteen (14) Directors, listed in Table 1, may decide on, and exercise the right to engage in, all affairs of the OBC except those affairs that its by-laws assign to Meetings of Members. This Board may exercise such powers provided that at least (8) elected Directors comprise the Board.”

“In the event that the number of elected Directors is less than eight(8), then the remaining Directors shall immediately call a General Meeting of the Members, pursuant to the procedures in subsection 7.03. In the Interim, the remaining Directors shall not engage in any new business on behalf of the OBC, but may carry out existing commitments such as the payment of rent, payment of wages, and other previously contracted services and fees.”

<i>Title</i>	<i>Term</i>
<i>President</i>	<i>2 years</i>
<i>Vice-President</i>	<i>2 years</i>
<i>Treasurer</i>	<i>2 years</i>
<i>Secretary</i>	<i>2 years</i>
<i>Touring</i>	<i>2 years</i>
<i>Racing</i>	<i>2 years</i>
<i>Mountain Biking</i>	<i>2 years</i>
<i>Rideau Lakes Cycle</i>	<i>2 years</i>
<i>Tour</i>	
<i>Social</i>	<i>2 years</i>
<i>Newsletter</i>	<i>2 years</i>
<i>Touring Events</i>	<i>2 years</i>
<i>Racing Events</i>	<i>2 years</i>
<i>Director</i>	<i>1 year</i>
<i>Director</i>	<i>1 year</i>

Table 1 List of Directors

B. Problem Definition. Para 6.01 of the current Constitution (last enacted on 6 November 1993) states:

“6.01 Fiscal Year”

“Unless otherwise ordered by the Board, the fiscal year of the OBC shall terminate on the thirty-first day of the month of October in each calendar year.”

Proposed amendment, that was approved by Members:

“6.01 Fiscal Year”

“Unless otherwise ordered by the Board, the fiscal year of the OBC shall terminate at midnight on the thirtieth day of the month of November in each calendar year.”

Appendix B

Constitution Amendments Presented to Members at the AGM, 28 October 1998

A. Problem Definition. `Officer' and `Question' are mentioned several times in the Constitution but are undefined.

Current Text:

“1.1 Terminology

In this Constitution and all other by-laws of the Ottawa Bicycle Club, unless the context otherwise specifies or requires:

- a. the singular shall include the plural and the plural the singular;
- b. **"Board"** means the Board of Directors of the Ottawa Bicycle Club described in paragraph 3.1;
- c. **"OBC"** means the Ottawa Bicycle Club;
- d. **"Member"** means a person who is a member of the OBC as defined in paragraph 2.01; and
- e. **"Director"** means a member of the Board of Directors of the OBC pursuant to Section 3 of these by-laws."

Amendment additions approved by Members:

- f. **"Officer"** means a member of the Executive Committee, namely the President, Vice President, Treasurer, and Secretary:
- g. **"Question"** means the subject, motion, or amendment under discussion. Also the voting thereon.

B. Problem Definition. In para 2.1, Membership Definition, it is stated who might become an honorary member upon Board approval, but there is no mention that honorary members pay no annual dues, a tradition that is in current practice.

Amendment addition approved by Members:

"Honourary members pay no annual dues" as a last sentence to this para.

C. Problem Definition. Grounds of `Expulsion' should be broadened.

Current Text:

“2.3 Expulsion For Non-payment”

“The Board shall engage to notify members of any money they owe to the OBC. If such money is not paid within 30 days of the date of notification, the members in default shall cease to be members of the OBC. Any such member may be reinstated upon payment of money owed to the OBC.”

Change approved by Members:

“2.3 Expulsion”

The Board may expel a member on reasonable grounds relating to conduct. In such cases the individual is to be advised in writing stating the reasons for expulsion. The Board may consider reinstatement if the reasons for expulsion are corrected.”

D. Problem Definition. *This item on Management, Directors and Term, was withdrawn, with Members permission, and sent back to the Board for rewrite and presentation to Members at a future AGM. It is omitted in this document but is contained in the AGM Report 28 October 1998.*

E. Problem Definition. Liability insurance should be expanded to include all Directors, volunteers, agents and employees.

Current Text (para 5.2 is unchanged and is not included):

“5.1 Protection of Directors and Agents”

“No Director or agent of the OBC shall be liable for the acts, receipts, neglects or defaults of any other Director or agent or employee or for any loss, damage or expense happening to the OBC through the insufficiency or deficiency of title to any property acquired by order of the Board for on behalf of the OBC, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the OBC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any of the funds, securities or effects of the OBC shall be lodged or deposited, or for any loss occasioned by any error of judgement or oversight on said Director's part, or for any, loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any funds, securities or other assets belonging to the OBC, or for any loss, damage or misfortune whatever that may happen in the execution of the duties of said Director's respective office or trust, or in relation there to, unless the same shall happen by or through said Director's own dishonesty or wilful neglect or default.”

“5.3 Liability Insurance”

“The OBC may purchase and maintain insurance for the benefit of Directors, volunteers or agents thereof, except insurance against a liability, cost, charge or expense of the Director or agent incurred as a result of their own dishonesty, wilful neglect or default.”

Amendment change approved by Members (para 5.2 is unchanged and is not included):

“5.1 Protection of Directors, Volunteers, and Agents”

“No Director, *volunteer*, agent or *employee* of the OBC shall be liable for the acts, receipts, neglects or defaults of any other Director, *volunteer*, agent or employee or for any loss, damage or expense happening to the OBC through the insufficiency or deficiency of title to any property acquired by order of the Board for on behalf of the OBC, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the OBC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any of the funds, securities or effects of the OBC shall be lodged or deposited, or for any loss occasioned by any error of judgement or oversight on said Director's part, or for any, loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any funds, securities or other assets belonging to the OBC, or for any loss, damage or misfortune whatever that may happen in the execution of the duties of said Director's respective office or trust, or in relation there to, unless the same shall happen by or through said Director's own dishonesty or wilful neglect or default.”

“5.3 Liability Insurance”

“The OBC may purchase and maintain insurance for the benefit of Directors, *volunteers*, *agents* or employees thereof, except insurance against a liability, cost, charge or expense of the Director, *volunteer*, agent or employee incurred as a result of their own dishonesty, wilful neglect or default.”

F. Problem Definition. The authority for signing cheques on behalf of the club should reside in any two members of the club, not any one member.

Current Text:

“6.3 Cheque, etc.”

“All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the OBC and in such manner as shall from time-to-time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the OBC through its bankers and endorse cheques for deposit with the OBC's banker for the credit of the OBC, or the same may be endorsed "for collection" or "for deposit" with the bankers of the OBC by using the OBC's rubber stamp for that purpose. Any

one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the OBC and OBC's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release of verification slips."

Amendment change approved by Members:

"6.3 Signing Authority - Cheques, etc."

"Any two Directors of the Board, or agents so appointed by the Board, may arrange, settle, balance and certify all books and accounts between the OBC and OBC's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release of verification slips. Notwithstanding the aforementioned, no person may authorize (sign) a cheque to which they are the recipient."

G. Problem Definition. Occasionally, Board Members resign before their mandated term has expired, normally due to work or personal reasons. The Constitution states that the Board can operate with a minimum of eight (8) Directors and it also states that a fixed quorum (8) be met for Board Meetings to conduct business. Clearly, the fixed quorum is not flexible enough to handle a diminished Board, if and when it might occur. Without a quorum, motions cannot be presented, debated or voted on and business decisions must be postponed to a future meeting. This is frustrating to the sponsor, often a guest, and attending Directors. When a Board has been officially reduced due to resignations, or by Board decree, then a corresponding reduction in the Quorum required should be allowed.

Current Text:

"7.2.1 Quorum"

"Eight (8) of the Directors identified in paragraph 3.1 shall be deemed a quorum for a meeting of the Board."

Amendment change approved by Members:

"7.2.1 Quorum"

"The number of Directors that need to be present at a Board Meeting for a quorum to be deemed is dependant on the current number of Board Members holding office. The quorum number is presented in Table 1."

Current Number of Board Members	Quorum
14	8
13	7
12	7
11	6
10	6
9	5
8	5

Table 1. Number Of Directors Required For A Quorum

H. Problem Definition. The Executive Committee should meet at least once per year.

Amendment addition approved by Members:

"7.2.6 Meeting of the Executive Board Members (Committee)"

"The president is required to hold at least one meeting of the Executive Committee per year."