

Ottawa Bicycle Club By-laws

Version: 2.0 - ONCA Compliant

Approved at the Annual General Meeting of November 9, 2022

This replaces the existing Ottawa Bicycle Club Constitution, as per the Ontario Not-for-Profit Corporations Act (ONCA).

Section 1 - General

1.01 Definitions

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

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the Ottawa Bicycle Club, which has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.
- j. "Virtually" means remote digital attendance/telepresence, in real time, with the ability to interact amongst individual attendees.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board

may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Election and Term

Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. The term will not exceed two years, so individual Directors must be re-elected at least every two years. There will be a maximum of 14 Directors, including Officers.

The Directors may appoint one or more additional Directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the Members.

Prior to the Annual meeting the Board will identify Directors who will be reaching the end of their two-year term, and notify Members of the expected number of vacancies that will be subject to an election at the Annual meeting.

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and,

- if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum (50%) of Directors may fill a vacancy among the Directors.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may establish an Executive Committee consisting of the President, Vice-President, Treasurer, and Secretary. The Board may delegate to the Executive Committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario [Regulation 4/01](#) made under the [Charities Accounting Act](#).

2.06 A listing of the Director Portfolios is at Schedule E

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. The Board will meet at least six times per fiscal year, physically, virtually, or in a hybrid physical/virtual mode.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. A quorum for Board meetings is 50% of the number of Directors. The Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The President shall chair Board meetings. In the absence of the President, the Vice-President shall act as chair. In the absence of the President and the Vice President, Directors present shall choose one of their number to act as the chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the chair shall not have a second or casting vote.

3.06 Participation by Virtual Means

A Director may participate in a meeting of the Board or of a committee of Directors virtually. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on September 30 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Audit

Audits shall be carried out in accordance with the Act, Section 76 (2) (b), depending on the annual revenue.

Section 5 - Officers

5.01 Officers

The Board shall appoint, by formal resolution, from among the Directors the following Officers on two-year terms: president, vice-president, treasurer and secretary. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the first Board meeting subsequent to the Annual meeting of Members closest to the second anniversary of the Officer's appointment, provided the Board does not choose to re-appoint the Officer at this Board meeting or the Officer notifies the Board they do not wish to be re-appointed;
- b. the Officer's resignation; or
- c. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Vice-President

The vice-president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of individuals who have applied for Membership via the process established by the Board and paid the applicable fees. Membership expires annually and must be renewed via the process established by the Board. The Board may from time to time confer Honorary Membership or Life Membership upon individuals who have provided long-term exemplary service to the OBC.

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

8.03 Discipline

Disciplinary policy and procedure can be found in the OBC Policy “Discipline”.

Section 9 - Members’ Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. The Board at its discretion may make provision for Members to attend virtually. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a notice to reader, review engagement, or audit engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a notice to reader, review engagement, or audit engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 25 Members. If a quorum is present at the opening of a meeting of the Members, the Members physically or virtually present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice-President shall be the chair. In the absence of both the Chair and Vice-President, Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a physical or virtual show of hands among all Members physically or virtually present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct, with accommodation for Members attending virtually;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation or notice to reader, shall be delivered personally, or sent by prepaid mail, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address/email address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address/email address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement or notice to reader, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

Members may from time to time in accordance with the *Act* amend or repeal and replace this By-law, subject to ratification at a special or annual meeting of Members.

Schedule A

Position Description of the President

The president shall hold the office of Chair of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall chair all meetings of the Board, save and except when the Board is discussing

the position, salary or benefits of the president.

Schedule B

Position Description of the Vice-President

The vice-president shall serve as an alternate to the president and the Chair, in all the aforementioned duties of the president and the Chair, in the absence of the president. The vice-president shall direct disciplinary proceedings as specified in the club's Policy on Discipline, and act as the organization's Privacy Officer.

Schedule C

Position Description of the Treasurer

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall oversee the disbursement of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

Schedule D

Position Description of the Secretary

The secretary shall keep a roll of the names and addresses of the Directors and Members, ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees, attend to correspondence on behalf of the Board, have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law, ensure that all reports are prepared and filed as required by law or requested by the Board. The secretary shall also give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees.

Schedule E

List of Director Portfolios

Director portfolios are assigned at the first Board meeting following the Annual Meeting but may be reassigned at any time by the Board. Terms of Reference for Director portfolios may be drafted and/or modified at any time by the Board. Portfolios may be combined or left vacant at the discretion of the Board. Directors may serve without portfolio at the Board's discretion.

Day Touring

Touring Events

Racing Events and Time Trials

Volunteer Recruitment and Coordination
Rideau Lakes Cycle Tour
Youth and Junior Programs
Marketing
Communications
Membership services
Education
Social Events
Community Liaison