

**UNIONVILLE CYCLING CLUB
(UNIONVILLE – MARKHAM)**

CONSTITUTION

**ARTICLE 1.00
NAME OF CORPORATION**

- 1.01 Name.** The name of this corporation shall be the Unionville Cycling Club ("**Corporation**"), which shall be publicly known as the Unionville Cycling Club (**the "Club"**).
- 1.02 Club Cycling Jersey.** The Corporation shall adopt as the "Official Club Jersey" a distinctive cycling jersey bearing the Corporation's name and such logo, design and colours as shall be determined by the Directors. Members shall be obligated to purchase a jersey.
- 1.03 Bicycle Helmets Mandatory.** The use of approved bicycle helmets by Members is mandatory on all rides and other cycling events organized by the Corporation. Any Member who refuses to wear a helmet during a ride or event organized by the Corporation shall be barred from participating in such ride or event.

**ARTICLE 2.00
PURPOSES OF THE CORPORATION**

- 2.01 Purposes.** The purposes of the Corporation are:
- (a) to encourage bicycling for health, recreation and transportation;
 - (b) to promote bicycle safety;
 - (c) to promote equal road rights for cyclists;
 - (d) to organize, sponsor and promote recreational road cycling events, including but not limited to touring of short, medium and long distances;
 - (e) to organize, sponsor and promote social activities for its members;
 - (f) to organize, sponsor and promote road cycling events to raise funds for charitable causes and community organizations;
 - (g) any and all other purposes which the Corporation may deem appropriate.

**ARTICLE 3.00
AFFILIATION WITH ONTARIO CYCLING ASSOCIATION**

- 3.01 Ontario Cycling Association.** Initially the Corporation shall not be affiliated with the Ontario Cycling Association ("O.C.A."). Provided however that upon a motion properly made and passed at a duly constituted annual meeting of the Corporation by more than 66% of the Corporation's Members in attendance at the meeting, the Corporation shall apply to become affiliated with the O.C.A.

**ARTICLE 4.00
MEMBERSHIP**

- 4.01 Membership Qualifications.** Any person, regardless of place of residence, is entitled to be a member of the Corporation provided that:
- (a) such person is at least eighteen (18) years of age;

- (b) the Corporation has received a signed membership application from such person in prescribed form;
- (c) such person has paid the prescribed annual membership fee as set forth in Article 4.02 (“**Membership Fee**”);
- (d) such person is not in arrears in paying Membership Fee(s) in respect of any prior year(s) of the Corporation; and
- (e) such person is not otherwise in breach of any provision of this Constitution or of any rule or policy of the Corporation governing its operation.

4.02 Membership Fee. Initially, the Corporation’s annual Membership Fee shall be \$75.00 for the Corporation’s first fiscal year of operation. The annual Membership Fee for subsequent fiscal years of operation shall be determined by the Directors.

4.04 Application Form. The membership application shall be in such form and shall contain such terms and conditions as shall be determined by the Board of Directors.

ARTICLE 5.00 DIRECTORS AND OFFICERS

5.01 Board of Directors. The affairs of the Corporation shall be administered by a Board of Directors. Every Director shall at all time act in the best interest of the Corporation and its Members. The Corporation shall have five (5) directors, comprised of the following persons:

- (a) a President;
- (b) a Vice-President
- (c) a Secretary;
- (d) a Treasurer
- (e) a Director.

5.02 Board of Directors – Term. The Directors shall remain in office for a term of one (1) year.

5.03 Board of Directors – Qualifications. To be eligible for election as a Director of the Corporation, a candidate:

- (a) must be a resident of the Town of Markham;
- (b) must be a member of the Corporation in good standing;
- (c) must be present at the First General Meeting or the Annual General Meeting of the Corporation, as the case may be;
- (d) must consent to stand for the position of Director;
- (e) must otherwise be qualified to act as a Director of the Corporation in accordance with the applicable laws of the Province of Ontario.

5.04 President’s Duties. The President’s shall perform the following duties:

- (a) The President shall be responsible for the day to day management of the affairs of the Corporation.

- (b) The President shall represent the Corporation at all public functions and Corporation events. In the event that the President is not able to attend a function or event, he may designate any one of the Vice-President, Secretary, Treasurer or Director to attend on his or her behalf and on behalf of the Corporation.
- (c) The President shall act as chairman at all meetings of the Board of Directors and at the Annual General Meeting of the Corporation;
- (d) The President shall be responsible for appointing Directors to such Committees as are authorized by this Constitution, to remove a Director from any Committee to which such Director has been appointed and to participate in, and oversee the operation of, all such Committees to insure that the mandate or directive of each Committee is being performed;
- (e) The President shall appoint a returning officer for the Annual General Meeting;
- (f) The President shall appoint a member of the Board of Directors to take minutes at all meetings of the Board of Directors and at the Annual General Meeting in the absence of the Secretary;
- (g) The President shall, in consultation with the Board of Directors, and with the assistance of the Secretary, prepare the agenda for all meetings of the Board of Directors and for the Annual General Meeting;

5.05 Vice-President's Duties. The Vice-President shall perform the following duties:

- (a) The Vice-President shall act as President ("Acting President") in the event that the President is unable to perform the President's duties on a regular basis or otherwise resigns from office; and
- (b) The Vice-President shall perform such of the President's duties as are delegated to the Vice-President by the President in the event that the President is unable to perform such duties.

5.06 Secretary's Duties. The Secretary shall perform the following duties:

- (a) The Secretary shall record and maintain a register of the minutes of all meetings of the Board of Directors and of the Annual General Meeting and shall maintain and keep current the Corporation's minute book, directors' officers' and members' registers and shall file on the Corporation's behalf all corporate filings and notices required by law;
- (b) The Secretary shall manage, coordinate and maintain a record of all correspondence received from time to time by the Corporation and shall direct such correspondence to the appropriate officer for appropriate response;
- (c) The Secretary shall, in consultation with, and under the direction of, the President, prepare the agenda for all meetings of the Board of Directors and for the Annual General Meeting; and
- (d) The Secretary shall maintain and safe-guard all of the Corporation's files and records, including records of the members of the Corporation.

5.07 Treasurer's Duties. The Treasurer shall perform the following duties:

- (a) The Treasurer shall be responsible for the management of all funds, which are received and disbursed by the Corporation;

- (b) The Treasurer shall maintain all of the Corporation's financial and banking records and shall provide regular reports on same to the Directors at all meetings of the Board of Directors, and to the President upon request; and,
- (c) The Treasurer shall arrange for the preparation of all financial statements of the Corporation for presentation to Board of Directors and the Members at the Annual General Meeting.

ARTICLE 6.00
MEETINGS, APPOINTMENT OF OFFICERS AND ELECTION PROCEDURE

- 6.01 Meetings of the Directors.** The Board of Directors of the Corporation shall meet on a regular basis as required and in any event at least on a quarterly-annual basis in order to properly manage the affairs of the Corporation. In order for a Board of Director's meeting to be valid, all directors must be given at least three (3) prior days written notice of the time, date and place of a Board of Director's meeting, provided that notice of any meeting can be waived in writing by any Director prior to the commencement of a meeting. Notice of a Directors' Meeting shall be delivered by the Secretary to each Director personally, by facsimile or by email. Notice delivered by facsimile or email shall be deemed to have been received by the intended recipient on the next day following confirmed receipt.
- 6.02 Quorum for Directors' Meetings.** A minimum of three (3) directors present in person shall constitute a quorum for a meeting of the Board of Directors, provided that one of the three (3) members present must be the President or the Vice-President.
- 6.03 President – Qualification and Election.** The President shall be nominated and elected by the Members at the Corporation's First Member's Meeting and thereafter annually at the Corporation's Annual General Meeting, as the case may be. To be eligible for election as President of the Corporation a candidate must qualify to be a Director pursuant to Article 4.01 and shall have consented to stand for the position of President.
- 6.04 Election of Vice-President, Secretary and Treasurer.** The Vice-President, Secretary, Treasurer shall be appointed by the Board of Directors at the first meeting of the Board of Directors following the First Members' Meeting and thereafter after at the first meeting of the Board of Directors following every Annual General Meeting. The Directors shall meet within seven (7) days after the First Members' Meeting or the Annual General Meeting as the case may be, to appoint the Vice President, Secretary and Treasurer.
- 6.05 Decisions of the Directors.** All decisions of the Board of Directors in order to be valid and binding shall require the affirmative vote of the majority of the Directors held during a duly constituted and valid meeting. Each Director shall be entitled to one vote. The President shall be entitled to a second or casting vote at all meetings of the Board of Directors.
- 6.06 Meetings of the Members.** The Corporation shall hold an Annual General Meeting of its Members by no later than April 1st of each calendar year. A minimum of twenty-five per cent (25 %) of the membership, including the incumbent President or Vice-President, must be present at the Annual General Meeting in order to constitute a quorum for the Annual General Meeting. At least ten (10) days prior written notice of the date, time and place of the Annual General Meeting shall be given to the Members. Notice shall be given in writing and shall be delivered to the Membership in any one of the following ways: (a) by regular mail addressed to the Member at the Member's address of record; (b) by email to the Member's email address of record; (c) by posting the Notice on the Corporation's website, provided that it is fully operational.
- 6.07 Election Procedure – Annual General Meeting.** The election of the Directors and the President shall be conducted in accordance with the following procedures:
- (a) Only Members are eligible to attend and vote at the Annual General Meeting;

- (b) Nominations for President and for Directors shall be put forth by the Members at the Annual General Meeting;
- (c) The election will be managed by the President elect who shall act as the Chairman of the Meeting;
- (d) Elections by acclamation are not permitted;
- (e) The Directors of the Corporation shall be nominated from, and elected by, the Members at the Corporation's First Members' Meeting and thereafter at the Corporation's Annual General Meeting;
- (f) The election for the President shall be conducted first followed by the election for the remaining Directors;
- (g) The vote for the President and Directors shall be shall be conducted by show of hands among the Members present, with the said nominees absent from the room, unless a motion is made by a Member to conduct the election by closed ballots and such motion is approved by a show of hands by the majority of Members present at the meeting;
- (h) The nominee receiving the highest number of votes shall be the President for the Corporation for the ensuing term;
- (i) The four nominees for Director receiving the next highest number of votes shall be the Directors of the Corporation for the ensuing term;
- (j) Each Member shall be entitled to one vote on all matters at the Annual General Meeting which require a vote;
- (k) Proxy voting shall not be permitted.

6.08 Board of Directors Vacancy. In the event that a Director resigns from office before the end of the Director's term of office:

- (a) if the Director is the President, the Vice President shall assume the position of President;
- (b) if the Director who has resigned is not the President, the remaining Directors in office shall appoint a replacement Director from among the list of candidates who were not elected at the last Annual General Meeting, using the following procedure: the person who received the sixth highest number of votes at the last Annual General Meeting shall be appointed as the replacement Director, provided he or she consents to act; and if that person refuses to consent to act as a replacement Director, then the candidate who received the seventh highest number of votes at the last Annual General Meeting shall be appointed as a replacement Director; and this procedure shall continue until a replacement Director is found. The replacement Director shall fill the vacancy on the Board of Directors until the end of the term of office then in effect.

ARTICLE 7.00 COMMITTEES

7.01 Committees. The Directors may in respect of each year of the Corporation's operation establish such committees as the Directors deem necessary for the better management and operation of the Corporation, including without limiting the generality of the foregoing, the following committees:

- (a) Membership Committee
- (b) Club Rules Committee

- (c) O.C.A. Relations Committee (if applicable)
- (d) Club Jersey Committee
- (e) Safe Cycling Committee
- (f) Mentoring Committee for the benefit of novice cyclists
- (g) Special Events Committee
- (h) Social Committee
- (i) Constitution and Legal Affairs Committee
- (j) Community Relations Committee
- (k) Annual General Election Committee
- (l) Web-Site Committee

7.02 Committee Mandate and Operation. The mandate for each Committee shall be established by the Board of Directors, and may be changed by the Directors from time to time as deemed necessary. The President will be an ex-officio member of all Committees. The Chairperson of each Committee may be a Director or a volunteer Member. The Chairperson shall hold such meetings as he or she deems necessary in order to fulfill the Committee's mandate. Each Committee Chairperson shall report on the progress of all Committee matters and findings, make recommendations to the Board of Directors and generally advise the Board of Directors on all matters, which fall within the Committee's mandate. The Directors shall decide in their absolute discretion whether to accept, modify, reject and/or implement all or any of the recommendations made by any Committee and the decision so taken by the Directors shall be final and binding.

ARTICLE 8.00 FINANCIAL AND CONTRACTUAL

8.01 Corporation's Year End. The Corporation's fiscal year shall terminate on December 31st of each calendar year.

8.02 Location of Bank Account. The Corporation's shall maintain a bank account or accounts as determined by the Directors from time to time with a chartered bank or trust company located in the Town of Markham at a branch most convenient for the Treasurer.

8.03 Cheque Signing Authority. The Corporation's bank account shall be a two-signature current account with the Treasurer and any one of the President or Vice-President, jointly, being authorized co-signers. Any change in the identity of signing authorities for the Corporation's bank account shall be implemented by a resolution duly passed by the Directors.

8.04 Application of Membership Fee Revenues. All Membership Fees collected by the Corporation shall be applied towards and used for general operating expenses of the Corporation, which shall include if and when applicable, payment of all amounts owing to the O.C.A. in order to maintain the Corporation's affiliation with the O.C.A. current and in good standing. A deficiency in operating funds shall be funded by such means as shall be determined by the Board of Directors of the Corporation, including by the imposition of a supplemental levy upon each member. Provided however that Borrowing by the Corporation by any means and from any source is strictly prohibited.

8.05 Corporate Sponsors. The Corporation may enter into cycling jersey advertising and sponsorship agreements with members of the business community upon such terms as the Directors shall determine. All revenues earned by the Corporation from the sale of cycling jersey advertising and

sponsorship shall be applied towards and used for general operating expenses of the Corporation.

8.06 Revenues from Club Jersey Sales. All revenues earned by the Corporation through jersey sales shall be applied towards and used for general operating expenses of the Corporation.

8.07 Contracts. All contracts and agreements of the Corporation, in order to be legally binding upon the Corporation, must be approved in advance by the Directors and must be signed by any two of the President, Vice-President, Secretary and Treasurer.

ARTICLE 9.00 FORMATION, CONSTITUTION AND AMENDMENTS

9.01 Corporation Without Share Capital. The Corporation shall be a corporation without share capital incorporated under the provisions of the *Corporations Act*, Ontario and its Regulations. The first Directors of the Corporation shall be the incorporators. The first Directors shall apply to the Government of Ontario on behalf of the Corporation within sixty (60) days of the First Members meeting for a Certificate of Incorporation of a Corporation Without Share Capital (Not For Profit).

9.02 Strict Compliance. The Corporation shall be operated strictly in compliance with the Constitution and the laws of the Province of Ontario.

9.03 Amendments. The Constitution may be amended only by vote in favour of the proposed amendment passed by at least sixty-six percent (66%) of those Members who are present at a validly constituted Annual General Meeting of the membership. The amendment(s), if initiated by the Board of Directors (a "Directors' Amendment"), must be in the form of a resolution, passed at a Directors' meeting, and a copy of the resolution must be forwarded to all members along with the notice of the Annual General Meeting in accordance with Article 6.03. If the resolution is initiated by one or more general Members (a "Member's Amendment"), the Member's Amendment must in the form of a resolution signed by at least three (3) Members and forwarded to the Directors not less than three (3) weeks before the date of the Annual General Meeting. The Member's Amendment shall be included in the notice of the Annual General Meeting as either a Directors' Amendment or a Members' Amendment.

9.04 Head Office. The head office of the Corporation shall be in the Town of Markham.

ARTICLE 10.00 DISSOLUTION

10.01 Dissolution. The Corporation may be dissolved by the affirmative vote of the greater of: (a) seventy-five per cent (75%), or (b) such percentage, required pursuant to the *Corporations Act*, of the Members present at a validly constituted Annual General Meeting. Provided that the Corporation may not be dissolved until all liabilities of the Corporation have been satisfied. In the event of dissolution, all assets of the Corporation, after paying all liabilities of the Corporation, shall be transferred to the Ontario Cycling Association.

EFFECTIVE MARCH 31ST, 2009