

# **CONSTITUTION AND BY-LAWS**

## **1. NAME**

1.1 The name of the club shall be the KAWARTHA CYCLING CLUB INC.

1.2 This name shall be registered with the Government of Ontario under the requirements of the Corporations Act.

1.3 This name shall also be registered with the appropriate governing bodies of cycling sport.

1.4 Where necessary, such as on racing jerseys, the name may be abbreviated to "Kawartha Cycling Club" or "KCC".

1.5 In the following sections, "Club" means the Kawartha Cycling Club Inc.

## **2. AFFILIATIONS**

2.1 The Club shall be registered with limited liability with the Government of Ontario.

2.2 The Club shall be registered with the Ontario Cycling Association (OCA), and through this affiliation with the Canadian Cycling Association.

2.3 The Club may affiliate with any other cycling organizations provided that it is beneficial to all members, a significant number of members, or becomes a requirement of either of the Government or the OCA or if it is approved by quorum vote by the Executive.

2.4 Club members may join other bodies without restriction provided that this is not precluded by either of the two affiliate organizations noted in 2.2.

2.5 Members joining other clubs must clearly inform all concerned clubs and must designate one as their first club, for whom they will participate in OCA events.

## **3. OBJECTIVES**

3.1 The primary objective of the Club shall be to foster and promote the sport and pastime of cycling.

3.2 The Club shall organize events to promote cycling: racing, training, social and pleasure rides.

#### **4. DIRECTORS AND OFFICERS (The Executive)**

4.1 Directors and Officers of the Club shall be paid-up members in good standing and elected for a term of one year commencing at the Annual General Meeting (AGM) and running until the next AGM when a new Executive will be elected.

4.2 The President (Club Director) or designate shall direct the activities of the Club and shall act as chairman at all meetings. The President will act as Club contact with the OCA (except regarding financial matters as specified in 4.4 below) and all other official cycling bodies on behalf of the Club.

4.3 The Vice-President Administration (Corporate Secretary and Club Director) shall prepare agendas for meetings after discussions with the other officers and shall act for the President as required. The Vice-President will also maintain Club corporate documents.

4.4 The Club Treasurer (Club Director) shall attend to all financial matters of the Club and shall keep complete records of all moneys in and out of the Club account. The Treasurer shall further take charge of any cash amounts received for the Club and shall account for these and enter them into the accounts and act as the Club's contact with the OCA and Government on all financial and tax matters. The Treasurer shall also be responsible for presenting a full report of the year's financial activity at the AGM.

4.5 The Secretary shall keep minutes of all meetings and shall collect all matters related to the Club and retain in such a manner that complete records of the Club activities can be maintained.

4.6. The Membership Coordinator shall maintain the membership list and e-mail addresses.

4.7 The Webmaster shall maintain the Club's website and manage third party suppliers

4.8 The Social Media Coordinator shall maintain our social media pages and accounts.

4.9 The Kawartha Lakes Classic Cycling Tour Coordinator shall lead the Club's leadership of this annual charity ride for A Place Called Home.

4.8 The Community Advocacy Coordinators shall promote the Club, its activities, and cycling in general throughout the community.

4.7 The Event Coordinators shall attend to all matters regarding club events. They shall allocate dates and courses for rides and advise the membership through email and social media of relevant events.

4.9 Officers without Portfolio shall attend Executive meetings and provide needed input and lead special projects throughout the year.

## **5. MANAGEMENT**

5.1 The management of the Club shall be vested in the elected Directors and Officers.

5.2 Directors and Officers must avoid all circumstances where there is either a real or an appearance of conflict between the Club's best interest and a personal interest of the Officer. Officers who have, directly or indirectly, any material interest in any contract or transaction to which the Club is or shall be a party, shall declare their interest in such contract or transaction at an Executive meeting and disclose the nature and extent of such interest. The declaration shall be made at the Executive meeting at which the proposed contract or transaction is first considered, or at the next Executive meeting held after said Officer becomes so interested. The said Officer shall also recuse him/herself from participating in the further decision-making process related to the material interest.

5.2.1 The term of the elected officials in one year, as noted in Section 4. If any official becomes unable or unavailable to perform the requisite duties, the remaining officials may appoint an additional Club member to fulfil the duties of the replaced official for the balance of the year.

5.2.2 Should an Executive member resign their position during the year for which they were elected, the Executive may appoint a candidate to fill the role for the remainder of the term.

5.3 Remedies exist in the Constitution for the replacement of any or all of the club officials by means of a Special General Meeting and an appropriate vote.

5.4 The elected officials may co-opt or appoint any other members of the Club to any other offices and functions which will enhance the Club and its operations.

5.5 The appointment of such members and their terms of reference will be published on the Club website after their appointment.

5.6 All such co-opted officials shall be responsible to the Executive and for any matters affecting the image or the financial affairs of the club shall refer to the Executive for confirmation.

5.7 In the event that any co-opted official is unable to perform the duties entrusted to them or act in disagreement with the Executive, then the duties of such official shall be terminated by mutual agreement with the Executive, or, in the event of serious disagreement, by the elected officials alone.

5.8 In the event that the membership is in substantial disagreement with any of the elected officials, the membership has the option of calling a SGM and offering a vote of confidence in regards to the official(s). In the event that the vote of confidence is not passed, the official(s) concerned shall resign and a replacement shall be voted into office.

5.9 All Club members are welcome at any Executive meeting. Your cooperation is requested in prior warning so that suitable space provisions can be made.

## **6.0 INDEMNIFICATION CLAUSE**

To the fullest extent permitted by law, the Club will indemnify all directors, officers, former directors, former officers, and members of the Club to the extent that such members exercise the rights, powers, duties and liabilities of a director of the Club, and his or her heirs and legal personal representatives, against all costs, charges and expenses, including any amount paid to settle any action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which s/he is made a party by reason of being or having been a director or officer of the Club or by reason of acting or having acted as a director of the Club, if:

- (a) s/he acted honestly and in good faith with a view to the best interests of the Club and exercised the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, s/he had reasonable grounds for believing the his or her conduct was lawful.

The Club shall take such steps as may be required to give full effect to this Article, and the Club shall carry Directors and Officers Liability Insurance for the purposes of this Indemnification.

## **7. ANNUAL GENERAL MEETING**

7.1 An Annual General Meeting (AGM) shall be held after the end of the season, generally in late October or early November.

7.2 The AGM will be held at a convenient location and will be advised to all members on the Club website at least two weeks before the date of the meeting.

7.3 The first purpose of the AGM will be to receive reports from all elected officials and all others having conducted club business since the last Annual General Meeting.

7.4 The second purpose of the AGM will be to consider amendments to the Constitution and By-Laws.

7.5 The AGM will consider general business as well as any business raised by those present.

7.6 Elections and amendments to the Constitution will be carried by majority vote.

## **8. OTHER MEETINGS**

8.1 A Special General Meeting (SGM) may be called by the Secretary if so required by a petition from 20 or more members in good standing, provided that the petition lists the business to be discussed at the SGM.

8.2 The Secretary is to give written notice of the meeting to all members. There may only be one SGM in one operating year.

8.3 The business at a SGM will be conducted in a similar manner to the AGM.

## **9. ELIGIBILITY**

9.1 Each paid up member in good standing shall be entitled to attend and shall have one vote.

9.2 Proxy voting will be allowed at AGMs and SGMs. Proxies shall generally be vested in the Executive.

## **10. CONDUCT OF EXECUTIVE MEETINGS**

10.1 The Club President or designate shall chair the meetings.

10.2 The meeting shall be generally run in accordance with Robert's Rules of Order.

10.3 Motions shall be proposed and seconded and sufficient discussion shall be voted on by the body of the meeting.

10.4 Voting shall be by a show of hands and shall be carried or defeated by a simple majority.

10.5 The President (chair) need not vote, except in the event of a tie where his/her vote shall be the deciding vote.

10.6 A quorum consists of a minimum of 50% of the elected Executive members or a minimum of 50% of the elected Executive Portfolio members.

## **11. FEES**

11.1 Membership fees shall be as determined annually by the Executive committee.

## **12. FINANCES**

12.1 Unless otherwise ordered by the Executive, the fiscal year of the KCC shall terminate at midnight on the thirty-first (31) day of the month of October in each calendar year.

12.2 The Treasurer shall maintain a bank account with chequing privileges and a complete record of all financial transactions.

12.3 Cheques may be authorized (signed) by any two Club Directors, subject to checking with the Treasurer regarding the bank balance and the correctness of the proposed transaction. No person may sign a cheque to which they are the recipient.

## **13. NEWSLETTER**

13.1 KCC e-news shall be issued from time to time throughout the year to keep members advised of forthcoming events, news, changes, etc. This may be placed on the club website [www.kawarthacyclingclub.com](http://www.kawarthacyclingclub.com)

## **14. DISCIPLINE**

14.1 Discipline shall be the responsibility of the Executive for all matters pertaining to conduct in events.

14.2 The Executive shall have the power to admonish, warn, suspend and/or expel any Member disobeying the Club's Rules of Conduct (Risk Management Policy) or these By-Laws. One member of the Executive may suspend or expel a rider for a serious violation of the Rules of Conduct, provided that the suspension or expulsion is done in good faith and in a fair and reasonable manner.

14.3 For the purposes of section 14.2, a suspension or expulsion is fair and reasonable if:

- (a) the Member is given at least five (5) days notice of the suspension or expulsion with reasons; and
- (b) the Member is given an opportunity to be heard by the Executive, orally or in writing, not less than five (5) days before the suspension or expulsion becomes effective.

14.4 Notwithstanding the above, a Member may be suspended or expelled immediately if his/her conduct presents an imminent threat or risk of injury to him/herself or others, so long as the Member is given reasons and an opportunity to be heard by the Executive, orally or in writing, within a fair and reasonable amount of time.

14.5 The Executive may consider reinstatement if the reasons for suspension or expulsion are corrected.

## **15. AMENDMENTS TO CONSTITUTION AND BY-LAWS**

15.1 By-Laws for the orderly governance of the KCC may be repealed or amended by a majority of the Executive, subject to ratification by the membership at the next AGM or SGM.

15.2 No amendment to the Constitution and By-Laws shall be made if such amendment is contrary to the Not-for-Profit Corporations Act, S.O. 2010, c. 15.

## **16. MISCELLANEOUS**

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

16.2 This Constitution and collection of By-Laws shall come into force on the day on which it is confirmed by the members of the KCC.