CYCLING NORTHWEST TERRITORIES
CONSTITUTION

ARTICLE I NAME

1.1 The name of the organization shall be Cycling NWT.

ARTICLE II OBJECTS

2.1 Cycling NWT exists to serve residents and communities across the Northwest Territories through cycling, and to grow into a strong, recognized Territorial Sport Organization that reflects the North and supports participation for everyone.

2.2 The mission of Cycling NWT is to:

a) Support recreational and competitive cycling skill development across disciplines, including road, cross country, enduro, and other cycling activities that fit our northern context.

b) Govern and support cycling competitions in the Northwest Territories, in a way that is fair, safe, and well organized.

c) Build inclusive, healthy, and safe cycling communities, and work to make cycling more accessible and available across the Northwest Territories, including remote communities.

ARTICLE III LOCATION OF OPERATIONS

3.1 The primary location of operations shall be Yellowknife, Northwest Territories, while serving communities across the territory.

CYCLING NORTHWEST TERRITORIES
BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Cycling NWT.

1.2 Definitions – The following terms have these meanings in these By-laws:

a) *Act* – the Northwest Territories *Societies Act*.

b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.

c) *Board* – the Board of Directors of the Society.

d) *Constitution* – the instrument that incorporates the Society or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act.

e) *Days* – days including weekends and holidays.

f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.

g) *Extraordinary Resolution* – a resolution passed by a majority of not less than three-fourths of the Members who are entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given in the manner provided by these bylaws.

h) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.

i) *Key Volunteer* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board.

j) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.

k) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.

l) *Society* – Cycling NWT.

1.3 Registered Office – The registered office of the Society will be located within the Northwest Territories.

1.4 No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition) as necessary for the orderly operation of the meetings of the Society.

1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 Categories – The Society has the following category of Member:

a) Member – Any Participant who is an athlete, coach, official, or administrator over the age of nineteen (19) and who is registered directly with the Society as a Member.

2.2 Registration – Each Member must register with the Society and agree to abide by the Society's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of nineteen (19), have a parent or guardian agree to abide by the Society's By-laws, policies, procedures, rules and regulations on behalf of the Member.

Rights and Authority of Members

2.3 Membership Rights – All members of the Society shall have the right to take part in all Society activities and use all facilities established by the Society for the promotion of its purposes, subject to such regulations and the payment of such additional fees as the Directors may from time to time prescribe for specific activities.

2.4 Membership Authority – The Members of the Society will have the following powers:

a) To appoint the Auditors;

b) To amend the By-laws;

c) To elect Directors; and

d) As provided in the Act and as otherwise in these By-laws.

Admission and Renewal of Members

2.5 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

a) The candidate makes an application for membership in a manner prescribed by the Society;

b) The candidate was previously a Member, the candidate was a Member in good standing when the candidate ceased to be a Member;

c) The candidate has paid fees as prescribed by the Board;

d) The candidate agrees to uphold and comply with the Society's governing documents;

e) The candidate meets any other condition of membership determined by the Board;

f) The candidate has met the applicable definition listed in **Section 2.1**; and

g) The candidate has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.6 Duration – Unless otherwise determined by the Board (or designate), membership with the Society and ends per the Society's policies for membership.

2.7 Fees – Membership fees will be determined by the Board.

2.8 Arrears – A Member may be suspended or expelled from the Society for failing to pay membership fees or monies owed to the Society by the deadline dates prescribed by the Board (or designate). Any fees, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.9 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

Compliance, Transfer, Suspension, and Termination of Membership

2.10 Policy Compliance – As a condition for membership, a Member must comply with the Society's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Society's policies and procedures may result in discipline, or suspension or termination of membership.

2.11 Transfer – Membership in the Society is non-transferable.

2.12 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.13 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period or other restrictions before being reinstated to good standing.

2.14 Suspension of Director Members – A Member who is a Director may only be suspended from membership and not from their position as a Director. A suspended Director retains their right to attend, speak at, and vote at meetings of the Board unless otherwise removed in accordance with these By-Laws.

2.15 Termination – Membership in the Society will terminate immediately upon:

a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;

b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;

c) Resignation by the Member by giving written notice to the Society;

d) Dissolution of the Society;

e) The Member's death; or

f) Upon at least fifteen (15) days' prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member's membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding action or termination of membership.

2.16 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

Good Standing

2.17 Definition – A Member will be in good standing provided that the Member:

a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

b) Has completed and remitted all documents as required by the Society;

c) Has complied with the By-laws, policies, and rules of the Society;

d) Is not subject to a disciplinary investigation or action by the Society (or designate), or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

e) Has paid all required membership fees.

2.18 Privileges of Good Standing – Subject to these By-laws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:

a) To attend, participate, and vote at meetings of the Members;

b) To participate in the Society's activities; and

c) To participate in other events associated with the Society.

Disputes

2.19 Disputes – Subject to these By-laws and other governing documents of the Society, any dispute arising out of the affairs of the Society between Members or between a Member or any person aggrieved who has for not more than six (6) months ceased to be a Member shall be decided by submitting the dispute, in writing, to the Board. There shall be no appeal process unless the By-laws or governing documents provide otherwise or in any other manner that the By-laws or governing documents establish.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting – The Society will hold an Annual General Meeting of Members at such date, time and place as determined by the Board within the Northwest Territories. The Annual General Meeting will be held at least thirty (30) days after the Society's fiscal year end. Any Member, upon request, will be provided, not less than seven (7) days before the Annual General Meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

3.2 Submission to Registrar of Societies - Within fourteen (14) days following the Annual General Meeting, the Society shall send its approved financial statements and an updated list of Directors and Officers (with their addresses and occupations) to the Registrar of Societies.

3.3 Special General Meeting – A Special General Meeting of the Members may be called at any time by the President or by Ordinary Resolution of the Board.

3.4 Business – All business transacted at a Special General Meeting and all business transacted at an Annual General Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual General Meeting shall include:

a) Receipt of the agenda;

b) Receipt of the minutes of the previous Annual General Meeting and subsequent Special General Meetings (if any);

c) Reports;

d) Consideration of the financial statements;

e) Report of the auditor or person who has been appointed to conduct a review engagement (if any);

f) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any) and to fix the remuneration of the auditor or authorize the Board to fix such remuneration;

g) Election of Directors; and

h) Such other business or special business as may be set out in the notice of meeting which will include the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and the text of any Extraordinary Resolution to be submitted at the meeting.

3.5 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Board may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

3.6 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, at least ten (10) days and not more than fifty (50) days prior to the date of the meeting and the notice will state the date, time, place and general nature of the business to be conducted at the meeting. Notwithstanding the foregoing provisions of this Section, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or other electronic means. If a person may attend a meeting of the Members by telephonic or other electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.7 Waiver of Notice – A meeting of Members may be held at any date, time and place without notice if all Members are present (unless a Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called) or if not present, either before or after the meeting, waive notice or otherwise consent in writing or by any electronic means, to such meeting being held, and at such meeting any business may be transacted which the Society may transact at any meeting of Members, provided that the requirements respecting quorum are met.

3.8 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.9 New Business – No other item of business will be included in the notice of the Annual General Meeting unless notice in writing of such other item of business has been submitted to the Board prior to the distribution of the notice of the Annual General Meeting in accordance with procedures as approved by the Board. New Business may not be added to the agenda of a Special General Meeting. Copies of all resolutions put forward shall be sent to all Members with the agenda and the notice calling an Annual General Meeting.

3.10 Quorum – Four (4) Members in good standing will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. An individual standing for election may not serve as a scrutineer.

3.12 Adjournments – Any meeting of the Members may be adjourned to any date, time and (if applicable) place, and from time to time, and any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place provided that a quorum is present at the opening of such adjourned meeting. Notice of an adjourned meeting of the Members is not required if the date, the time and (if applicable) the place of the adjourned meeting and, if applicable, instructions for attending and participating in the adjourned meeting by the telephonic or electronic means that will be made available for that adjourned meeting, including, if applicable, instructions for voting by such means at that adjourned meeting, are announced at the original meeting. Notwithstanding the foregoing, if a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Society shall give notice of the meeting that continues the adjourned meeting beyond that 30-day period in accordance with these By-laws.

3.13 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 19 years old, the Directors and Officers, Key Volunteers and staff of the Society, the auditors of the Society (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present provided that such other persons will not have the right to speak except on the invitation of the Chair of the meeting or the consent of the meeting.

3.14 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance.

Voting at Meetings of Members

3.15 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have one (1) vote each at all meetings of the Members.

3.16 Voting Powers – Each voting Member may vote on every issue.

3.17 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.18 Proxy Voting – Proxy voting is not permitted.

3.19 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

a) The Society has made available a procedure that permits voting by mail, telephonic, or electronic means;

b) The votes may be verified as having been made by the Member entitled to vote; and

c) The Society is not able to identify how each Member voted.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes – Except as otherwise provided in these By-laws or required by the Act, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

3.22 Resolutions in Writing – Any resolution signed by all the voting Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and delivered or transmitted by any electronic means to the Society shall be deemed to be duly signed by such Members.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of between four (4) and seven (7) Director-at-Large positions.

4.2 Directors-at-Large – Directors-at-Large may be appointed, by the Board, to serve in Officer positions (see: **Article V**) and/or as Directors of various portfolios related to the operations of the Society (e.g., Competition Director, Communications Director, Sponsorship Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

4.3 Board Observer – An individual (such as the Past President or a Key Volunteer) may be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity provided the individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time.

4.4 Past President – The immediate Past President of the Society (or another Past President, at the Boad's discretion) may be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past President is a Board Observer and not a Director.

Eligibility of Directors

4.5 Eligibility – To be eligible to serve as a Director, an individual must:

a) Be nineteen (19) years of age or older;

b) Not have been found to be incapable of managing property;

c) Be a resident of the Northwest Territories;

d) Have not been declared incapable by a court in Canada or in another country; and

e) Not have the status of bankrupt.

4.6 Directors as Members – Directors are not required to be Members of the Society.

Election of Directors

4.7 Nominations – The Board (or designate, such as a Nominations Committee) will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions shall be comprised of those individuals who are eligible and duly nominated per any requirements determined by the Board (or designate) and these By-laws. The Board (or designate) may endorse candidates for election but may not restrict eligible candidates from being nominated.

4.8 Number of Directors – Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-At-Large positions by Ordinary Resolution provided that:

a) The number of Director-At-Large positions is at least four (4) and no more than seven (7); and

b) The determination of the number of Director-At-Large on the Board does not have the effect of shortening the term of a sitting Director.

4.9 Gender Standard – In advancement of gender balance for women and men on the Board of Directors, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board will aim to be constituted in a manner such that no single gender accounts for more than 60% of the total number of Directors. Nominations will be solicited from individuals with a primary goal of furthering this gender standard.

4.10 Nominations from the Floor – If a position on the Board is vacant and there are no nominations for the position, an individual will be permitted to be nominated from the floor for that position at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.11 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.12 Election – Elected Directors will be elected at each Annual General Meeting in accordance with the following rotation:

a) Between two (2) and three (3) Directors-at-Large

b) Between two (2) and four (4) Directors-at-Large

4.13 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by the Members in accordance with the following:

a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.

b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

4.14 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

4.15 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.16 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Society as a Director, must sign all required documents presented by the Society, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

4.17 Key Volunteer Positions – The Board may create Key Volunteer Positions at its discretion as deemed necessary. Key Volunteers may be invited to attend meetings of the Board, and may sit as Board Observers, but they are not Directors and do not have a vote at meetings of the Board.

Resignation and Removal of Directors

4.18 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.19 Vacate Office – The office of any Director will be vacated automatically if:

a) The Director resigns;

b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;

c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;

d) The Director is found to be incapable of managing property by a court or under Northwest Territories law;

e) The Director is found by a court to be incapable;

f) The Director becomes bankrupt; or

g) The Director dies.

4.20 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.21 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting. If, as a result of any vacancy or vacancies on the Board, there is not a quorum of Directors, the remaining Directors will forthwith call a meeting of the Members to fill the vacancies.

Meetings of the Board

4.22 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.23 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.24 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.25 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.26 Quorum – At any meeting of the Board, quorum will be forty percent (40%) of the Directors holding office. Key Volunteers, Board Observers, and staff do not count toward quorum.

4.27 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.28 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.29 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Directors and delivered or transmitted by any electronic means to the Board shall be deemed to be duly signed by such Directors.

4.30 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. The only people entitled to attend meetings of the Directors will be the Directors and others who are entitled or required under any provision of the Act.

4.31 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate with each other simultaneously during the meeting.

Duties of Directors

4.32 Standard of Care – Every Director will:

a) Act honestly and in good faith with a view to the best interests of the Society; and

b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.33 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.34 Empowered – The Board is empowered, including but not limited to:

a) Make policies and procedures or manage the affairs of the Society for the purpose of furthering the objects and purposes of the Society in accordance with the Act and these By-laws;

b) Make policies and procedures relating to the discipline of Members and Participants, and have the authority to discipline Members and Participants in accordance with such policies and procedures;

c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;

d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;

e) Appoint Key Volunteers with duties and responsibilities as described by the Board;

f) Determine registration procedures, determine membership fees, and determine other registration requirements;

g) Enable the Society to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Society;

h) Make expenditures for the purpose of furthering the objects and purposes of the Society;

i) Invest funds for the purpose of furthering the objects and purposes of the Society;

j) Manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society;

k) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and

l) Perform any other duties from time to time as may be in the best interests of the Society.

ARTICLE V OFFICERS

5.1 Composition – The Officer positions are the President (Chair), Vice President – Finance and Administration, and Vice President – Cycling for All.

5.2 Term – The term of the Officers will be at the discretion of the Board. Officers may be elected for a one-year term, a two-year term, or a term that expires when the individual's term as a Director expires (or when the Director is removed from or vacates their position).

5.3 Election – The Officers of the Society will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Elections will be decided by majority vote of the Directors in accordance with the following:

a) One Valid Nominee for an Office – Winner declared by acclamation.

b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Duties – The duties of Officers are as follows:

a) The President will be the chair of the Board, will preside at the Annual and Special General Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

b) The Vice President – Finance and Administration will be responsible for overseeing documentation of all amendments to the Society's By-laws, will ensure that all official documents and accounting records of the Society are properly kept, will give due notice to all Members of the meeting of the Members of the Society, will file all financial and corporate returns required by the Act and any other territorial or federal legislation in accordance with applicable legislation, , will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board. In the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

c) The Vice President – Cycling for All will serve as the Chair of the Cycling for All Committee, will be responsible for the formation of the territorial touring schedule and coordination with organizations or individuals involved with non-competitive cycling, and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

5.7 Multiple Positions – With the exception of the position of President, a Director may hold multiple Officer positions.

5.8 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

5.9 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.10 <u>Other Officers</u> – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VI PARTICIPANTS

6.1 <u>Participants</u> – The Society has the following categories of Participants, who are not necessarily Members, but who must register with the Society and pay fees as determined by the Board (or, if the Participant is younger than 19 years old, who must have a parent/guardian register and pay fees on behalf of the Participant):

a) Athlete – An individual who participates with the Society as an athlete.

b) Coach – An individual who participates with the Society as a coach, manager or trainer.

c) Official – An individual who acts as an official with the Society.

d) Volunteer – An individual who provides volunteer services to the Society.

Term

6.2 <u>Year</u> – Unless otherwise determined by the Board, the registration term of Participants begins on the date the Board accepts the Participant's application for registration and ends on a date common to all Participants (as determined by the Board, or designate) or when the Participant resigns or is terminated from registration.

Fees

6.3 <u>Fees</u> – Participant fees will be determined annually by the Board.

6.4 <u>Deadline</u> – Participants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Participant in default will automatically cease to be a Participant with the Society.

Policy Compliance

6.5 <u>Policy Compliance</u> – As a condition for participation, a Participant (or the Participant's parent/guardian, on behalf of the Participant, if the Participant is younger than 19 years old) must comply with the Society's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Society's policies and procedures may result in discipline or suspension of the Participant or termination of the Participant's registration.

Discipline

6.6 <u>Discipline</u> – A Participant may be suspended or expelled from the Society in accordance with the Society's By-laws, policies, and procedures relating to discipline of Participants.

6.7 May Not Resign – A Participant may not resign from the Society if the Participant is subject to disciplinary investigation or action.

Status

6.8 A Participant ceases to be a Participant or may have their eligibility to participate in the activities of the Society restricted if:

a) The Participant fails to maintain any of the qualifications or conditions of being a Participant as described by these By-Laws and any applicable policy;

b) The Participant resigns from the Society by giving written notice to the Society in which case the resignation becomes effective on the date specified in the resignation. The Participant will be responsible for all fees payable until the actual withdrawal becomes effective;

c) The Participant fails to pay fees owed to the Society by the deadline dates prescribed in **Section 6.4**;

d) The Participant fails to comply with Society's registration policies or applicable policies and is disciplined, suspended, resigned or been expelled, or had other restrictions or sanctions imposed in accordance with the Society's policies and regulations;

e) The Participant's term of registration expires; or

f) The Society is liquidated.

ARTICLE VII COMMITTEES

Committees

7.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.2 Committee Limitations – No Committee has authority to:

a) Submit to the Members any question or matter requiring approval of the Members;

b) Fill a vacancy among the Directors or appoint additional Directors;

c) Issue debt obligations except as authorized by the Board;

d) Approve any financial statements;

e) Adopt, amend or repeal the By-laws; or

f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.

7.3 Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

7.4 President Ex-officio – The President (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be April 1st to March 31st.

8.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

8.3 Auditors – At each Annual General Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Society in accordance with the Act. Those results may be presented when requested. If appointed, the auditor will hold office until the next Annual General Meeting. The auditor will not be an employee, Officer, or Director of the Society. However, a formal audit of accounts is not required. At each Annual General Meeting, unaudited financial statements containing the assets and liabilities of the Society in the form of a balance sheet and receipts and disbursements of the Society since the date of the previous financial statement, signed by two (2) Directors, shall be presented for inspection by the Members.

8.4 Removal – The Members may, by Ordinary Resolution at a Special General Meeting of the Members duly called for that purpose, remove any Auditor of the Society before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

8.5 Remuneration – The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

8.6 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the most recent completed fiscal year of the Society and will present the financial statements at the Annual General Meeting not more than six (6) months after fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual General Meeting. The Financial Statements will include:

a) The financial statements, which include:

i. the assets and liabilities of the Society in the form of a balance sheet;

ii. the receipts and disbursements of the Society since the date of the previous financial statement; and

iii. any further information that the By-laws may require;

b) The auditor's report or review engagement (if any); and

c) Any further information respecting the financial position of the Society.

8.7 Books and Records – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

a) The Society's Constitution and By-laws;

b) The minutes of meetings of the Members and of any committee of Members;

c) The resolutions of the Members and of any committee of Members;

d) The minutes of meetings of the Directors or any committee of Directors;

e) The resolutions of the Directors and of any committee of Directors;

f) A register of Directors;

g) A register of Officers;

h) A register of Members; and

i) Account records adequate to enable the Directors to ascertain the financial position of the Society on a quarterly basis.

8.8 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

Signing Authority

8.9 Signing Authority – The Vice President – Finance and Administration and at least one other Director shall have the authority to sign instruments or documents on behalf of the Society. Any accounts of the Society shall require two signatures, at least one being an elected Director of the Society.

Property

8.10 Property – The Society may (a) acquire and take any real and personal property by purchase, gift, devise or otherwise; (b) sell, exchange, mortgage, lease, license, improve and develop real or personal property; and (c) erect and maintain any necessary buildings.

8.11 Funds and Property – The funds and property of the Society must be used and dealt with for its objects and in accordance with its By-laws.

Borrowing

8.12 Borrowing – The Society may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars ($100,000).

8.13 Borrowing Restriction – The Members may, by Extraordinary Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

Remuneration

8.14 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

8.15 Conflict of Interest – A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with the Society, or has knowledge that their partner or relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or transaction under consideration by the Society will:

a) Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);

b) Refrain from taking part in any discussion or vote related to the matter; and

c) Withdraw from any meeting at which the matter is being discussed, during the period of such discussion.

8.16 Failure to Declare – Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

8.17 Effect of Disclosure – A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Society, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

ARTICLE IX AMENDMENT OF CONSTITUTION AND BY-LAWS

9.1 Constitution – The Constitution may only be amended, revised, repealed or added to by Extraordinary Resolution of the Members at a meeting of the Members.

9.2 By-laws – These By-laws may only be amended, revised, repealed or added to by Ordinary Resolution of the Members at an Annual General Meeting, or by Extraordinary Resolution of the Members at any other meeting of the Members.

9.3 Effective Date – Amendments are effective from the date they are registered with the Registrar of Societies.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

10.4 Undelivered Notices – If any notice given to a person pursuant to these By-Laws is returned on three (3) consecutive occasions because such person cannot be found, the Society shall not be required to give any further notice to such person until such person provides the Society with a document setting out such person's address.

ARTICLE XI DISSOLUTION

11.1 Dissolution – The Society may be dissolved by Extraordinary Resolution of the Members and any assets, after all liabilities are paid, will be distributed to another charitable organization with the same or similar objects as the Society.

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Society's request in a similar capacity.

12.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

a) The individual acted honestly and in good faith with a view to the best interests of the Society; and

b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance – The Society will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Society at a meeting of Members duly called and held on June 22, 2026.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.