

SILVER SPOKES BY – LAW

BY-LAW AUTHORIZING BORROWING AND PLEDGING

Silver Spokes (Delhi & Area) Cycling Club

Incorporated under .....Corporations Act of Ontario

BE IT AND IT IS HEREBY ENACTED as a By-Law of the Company as follows:

BY-LAW NO. 2

1. That the Directors of the Company may from time to time:
  - (a) borrow money upon the credit of the Company by obtaining loans or advances or by way of overdraft or otherwise;
  - (b) issue, sell or pledge securities of the Company including bonds, debentures, debenture stock, for such sums on such terms and at such prices as they may deem expedient;
  - (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property, rights, power, choses in action, or other assets, present or future, of the Company to secure any such securities or other securities of the Company or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Company heretofore, now or hereafter made or incurred directly or indirectly or otherwise.
  - (d) without in any way limiting the powers herein conferred upon the Directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Company heretofore, now or hereafter made or incurred directly or indirectly or otherwise.
2. That any or all of the foregoing powers may from time to time be delegated by the Directors to any one or more of the directors or officers of the Company.

## BY-LAW NO. 4

A By-Law relating generally to the conduct of the affairs of

SILVER SPOKES (DELHI & AREA) CYCLING CLUB

And to repeal By-Law No. 1

BE IT ENACTED AND IT IS HERBY ENACTED as a by-law of SILVER SPOKES (DELHI & AREA) CYCLING CLUB (herein after call the "Corporation" or "Club") as follows:

### HEAD OFFICE

1. The head office of the Corporation shall be in the former Town of Delhi, in the County of Norfolk, in the Province of Ontario, or at such place within the Province of Ontario as the directors of the Corporation may from time to time by resolution fix.

### SEAL

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

### MISSION AND GOALS

3. The Silver Spokes Cycling Club has been established to provide a safe, friendly, supportive and encouraging environment to enjoy and promote bicycling in all its forms. To support this mission, our goals are:
  - To organize, promote and encourage safe cycling in the Haldimand/Norfolk/Oxford area
  - To develop friendships within the cycling community
  - To increase fitness, health and well being levels of members
  - To develop and encourage club growth by providing programs to help train new riders
  - To develop and encourage sportsmanship and community spirit among all participants and members of Silver Spokes Cycling Club

### MEMBERS

4. The Board may from time to time establish such classes of membership as may be deemed appropriate for the activities and operation of the Corporation.

5. Membership shall be open to all individuals who agree with the Mission and Goals of the Club and agree to abide by any applicable policies related to the activities of the Club. Individuals under the age of eighteen years shall have any necessary waivers signed by a parent or legal guardian before being admitted to membership.
6. Each member in good standing shall be entitled to one vote, to participate in all general meetings, and, subject to Section 13, to stand for nomination to the Board of Directors.
7. The Board of Directors shall set the annual membership fee for each year before the end of their term in office and before the election of the new Board of Directors.
8. Memberships shall be renewed annually, with the membership year running from January 1st to December 31st.
9. The interest of a member in the Corporation is not transferable, and lapses and ceases to exist upon the member's death or when a person ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. Any member may resign from membership upon notice in writing to the Corporation.
10. Membership may be terminated, or a member may be suspended for up to 30 days from all member rights, privileges, and activities including voting rights by a majority vote of the Board of Directors. Grounds for such termination or suspension may be: persistent disregard for safety on Club rides, misuse of Club funds or property, or misrepresentation of Club policy. The member facing termination or suspension shall be notified of pending Board action at least forty-eight hours before commencement of any disciplinary meeting. Any members shall be allowed to attend the disciplinary Board meeting.

## DIRECTORS

11. The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members.
12. Honorary Directors may be appointed by the Directors as ex officio Directors for their past exceptional dedication and contribution of time and effort to the development and furtherance of cycling. Such Directors shall not have voting rights at Board meetings.
13. A Director shall be eighteen or more years of age and, subject to the provision of Section 286 of the Corporations Act (Ontario), shall be a member of the Corporation.
14. The Board of Directors shall comprise of either seven or nine or eleven directors in each year depending on the number of directors nominated.
15. The Directors' term of office shall, subject to the provisions, if any, of the Letters Patent or Supplementary Letters Patent of the Corporation, be from the date of the

meeting at which they are elected or appointed until the Annual General Meeting next following or until their successors are elected or appointed.

16. Each Director shall diligently carry out his/her duties as a Director, and if unable to do so to the satisfaction of the Board of Directors, his/her resignation will be requested by the Board of Directors.
17. The office of a Director of the Corporation shall be vacated:
  - i if he/she becomes bankrupt or suspends payment or compounds with his/her creditors or makes an authorized assignment or is declared insolvent;
  - ii if he/she is found to be of unsound mind;
  - iii if he/she is convicted of any criminal offence;
  - iv if by notice in writing to the Corporation he/she resigns the office;
18. Upon the office of a Director being vacated, his/her office may be filled by the remaining Directors by appointing a substitute Director for the balance of the said Director's term.
19. The Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such. A Director may be paid or reimbursed for reasonable expenses incurred in the performance of his/her duties.
20. Any Director of the Corporation is not restricted from belonging to one or more other clubs or corporations as a member or director, provided that such affiliation does not create any conflict of interest which might adversely affect the Objects of the Corporation.

#### NOMINATIONS AND ELECTION OF DIRECTORS

21. The Nominating Committee shall consist of at least three persons. The Past-President shall be the Chairperson of the committee. The Board shall appoint two Directors to the committee. Should the Past-President be unable to serve, the Board will appoint an alternate. The members of the Nominating Committee shall then hold office until the Annual General Meeting following.
22. The duties of the Nominating Committee shall be:
  - i to prepare a slate of Director nominations for the Annual General Meeting; and
  - ii to make recommendations to the Board on possible candidates for future Directors of the Corporation.
23. The nominations presented to the Annual General Meeting shall be for the Directors required for the upcoming year.
24. The Chairperson of the Nominating Committee shall conduct the elections at the Annual General Meeting.
25. Nominations from the membership for Board members must be submitted to the Secretary, no later than midnight October 15. At the Annual General Meeting, these

nominations, as well as those proposed by the Nominating Committee, will be included in the election process.

26. Directors shall be elected by members in good standing at the Annual General Meeting held in each year between November 1<sup>st</sup> and December 31<sup>st</sup> as set by resolution of the Board of Directors.
27. In the event that there are no nominations from the membership for Board members, approval of the candidates proposed by the Nominating Committee may be through a show of hands at the Annual General Meeting. If nominations are received from the membership, election of Board members shall be through a secret ballot.

## OFFICERS

28. The Executive Officers of the Corporation shall be the President, Vice-President, Treasurer, Secretary, and Past-President.
29. The above Officers, with the exception of the Past-President, will be elected at the first Board meeting following the Annual General Meeting.
30. The President shall, if present, preside at all meetings of the Directors and members, sign all instruments which require his/her signature, and shall perform all duties incident to the office and shall have such other powers and duties as may from time to time be assigned by the Directors. The President shall automatically be a member of any committee. The President may from time to time (unless otherwise directed by the Board of Directors) make decisions of a minor nature provided that the President makes a reasonable effort to contact other Directors with respect to such minor decisions which the President intends to make, and further provided that such decision shall not incur a financial burden in excess of \$200.00.
31. The President shall present a report at the Annual General Meeting, a written copy of which shall be kept in the records of the Corporation.
32. The Vice-President shall be vested with all of the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President(s) shall have such powers and duties as may from time to time be assigned by the Directors.
33. The Past-President shall advise and assist the President and shall chair the Nominating Committee. The Past-President shall perform all the duties pertaining to the office of President as may be required in the event that both the President and Vice-President are unable or unavailable to act.
34. The Secretary shall, when present, act as secretary of all meetings, shall have charge of the minute books of the Corporation and the documents and registers referred to in Section 300 of the Corporations Act (Ontario) and shall perform such other duties as the Directors require of him/her.
35. In the temporary absence of the Secretary, the presiding officer may appoint a person to act as the Secretary.

36. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct and shall perform such other duties as the Directors require of him/her. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board of Directors in their uncontrolled discretion may require, and no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. The Treasurer shall be one of the signing officers of the Corporation at all times during office.
37. The Directors may appoint such other Officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors.
38. If a vacancy shall occur in any Office by reason of death, resignation, disqualification or otherwise, the Directors shall by resolution elect or appoint a person to fill such vacancy.

#### MEETINGS OF DIRECTORS

39. Meetings of the Board of Directors and of the Executive Committee (if any) shall be held within the former Town of Delhi, or at such other place as determined by the Board of Directors.
40. Directors' meetings shall be held a minimum of four times in each year, the date for each meeting being set in advance at the previous Directors' meeting. Dates for meetings open to all Club members shall be designated by the Directors from time to time.
41. A special meeting of the Board of Directors or any other meeting of the Board of Directors may be called by the President, or by a minimum of three Directors.
42. Notice of any special Directors' meeting may be given verbally. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any Director.
43. For the first meeting of the Board of Directors held immediately following the election of Directors at a general meeting of the members, no notice shall be necessary in order legally to constitute the meeting, provided that a quorum of the Directors is present.
44. For a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly appointed Director.
45. Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director shall have one vote.

## PROTECTION OF DIRECTORS

46. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- i all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;
  - ii all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
47. No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expenses happening to the Corporation through the insufficiency or efficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous 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 or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or his/her own willful default.

## MEETINGS OF MEMBERS

48. Subject to compliance with Section 293 of the Corporations Act (Ontario), the Annual General Meeting of the members shall be held in each year at such place within, or at a reasonable distance from, the former Town of Delhi, on such day and at such time as the Directors may by resolution determine, provided that such meeting is held between November 1<sup>st</sup> and December 31<sup>st</sup> in each year. At each Annual General Meeting there shall be presented a report of the activities of the Corporation for the previous year, a financial statement of the Corporation, the auditors' report thereon, and such other information or material relating to the Corporation's affairs as, in the opinion of the Directors, is of interest or importance.

49. Only members in good standing of the Corporation shall be entitled to vote at members meetings, and at the Annual General Meeting, and each such member shall have a single vote.
50. Every question submitted to any meeting of members shall be decided by a majority of votes.
51. Every question shall be decided by a show of hands unless a poll be demanded by any member. Upon a show of hands, and unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present, and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

#### QUORUM FOR MEETINGS OF DIRECTORS OR MEMBERS

52. A minimum of five members of the Board of Directors will constitute a quorum of any meeting of Directors; no business shall be transacted at any meeting of the Directors unless the requisite quorum is present at the commencement of business.
53. The presence of at least seven non-Director members shall be a quorum of any meeting of members; no business shall be transacted at any meeting of members unless the requisite quorum is present at the commencement of business.

#### COMMITTEES

54. The Board of Directors may from time to time as deemed necessary appoint committees consisting of such number of Directors as may be deemed desirable and may prescribe their duties.
55. If committees are formed from the general membership at the direction of the Board of Directors, the Chairperson of each committee must be a Director of the Corporation for the current year.
56. The Chairperson of each committee may call meetings of such committee as the Chairperson may decide, subject to direction from the Board of Directors.
57. Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the calling of the meeting by the Chairperson of such committee. Unless otherwise determined by the Board of Directors, two members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.



## CHEQUES, DRAFTS AND NOTES

58. All cheques, drafts or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such Officer or officers or person or persons, whether or not Officers of the Corporation, and in such manner as the Board of Directors may from time to time designate.

## EXECUTION OF INSTRUMENTS

59. The Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers or any person or person on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
60. The seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers person or persons, appointed as aforesaid by resolution of the Board of Directors.
61. The term “contracts, documents and instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

## FISCAL YEAR

62. The first fiscal period of the Corporation shall terminate on the 31<sup>st</sup> day of December 1991, and thereafter the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year or on such other date as the Directors shall by resolution from time to time determine.

## ACCOUNTANT

63. The accountants of the Corporation shall be as the Directors may decide from time to time.

## BANK

64. The Toronto Dominion Bank, Delhi, Ontario or such other bank as the Directors decide from time to time shall be the bank of the Corporation.

#### INTERPRETATION

65. In all By-Laws of the Corporation, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations, and the masculine shall include the feminine.

#### AMENDMENTS

66. Notice of motion to amend the By-Laws shall be presented in writing to the Board of Directors at least one month prior to the Annual General Meeting of the Corporation. Voting on the proposed amendments(s) by the members shall then take place at the Annual General Meeting. The amendments shall be distributed to the members following approval.

#### DISSOLUTION

67. In the event of dissolution of the Corporation, and after the payment of all debts and liabilities of the Corporation, the remaining property shall be distributed or disposed of to charitable organizations or to organizations whose objects support the sport of cycling or who are part of the sport of cycling as decided in the sole discretion of the Board of Directors.

#### REPEAL OF BY-LAW NO. 1

68. By-Law No. 1 is hereby repealed.

DATED this 21st day of December, 2018

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President

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Secretary