

AMENDED AND RESTATED BY-LAW NO. 1

BEING THE GENERAL BY-LAW OF

BRANT CYCLING CLUB

A by-law relating generally to the transaction of the business and affairs of Brant Cycling Club (the "Corporation").

BE IT ENACTED as a by-law of the Corporation as follows:

**ARTICLE 1
HEAD OFFICE**

- 1.1 The head office of the Corporation shall be in the Province of Ontario, at such place therein as the Board (as hereinafter defined) may from time to time by resolution determine.

**ARTICLE 2
SEAL**

- 2.1 The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

**ARTICLE 3
DIRECTORS**

3.1 **Board of Directors**

- (a) *Board of directors.* The affairs of the Corporation shall be managed by a board of directors (herein referred to as the "Board") consisting of a minimum of three (3) and a maximum of nine (9) directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The directors shall be elected each year at the annual meeting for a two (2) year term. One half of the Board (being up to five (5) positions in one year up to four (4) in the following year if the board compliment is full, shall retire each year but shall be eligible for re-election or reappointment if otherwise qualified.
- (b) *Qualification of directors.* Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within ten (10) days thereafter and throughout the term of their office, be General Members in good standing of the Corporation. No undischarged bankrupt shall be a director.
- (c) *Election of directors and term of office.*
- (i) The directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Corporation)

shall be from the date of the meeting at which they are elected or appointed or until the second following annual meeting or until their successors shall have been duly elected or appointed whichever comes first.

- (ii) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.
 - (iii) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, the Board may elect or appoint a person to fill such vacancy if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.
- (d) Powers. The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

- (e) Vacation of office. A person ceases to be a director of the Corporation:
- (i) if he or she becomes a bankrupt or declared insolvent;
 - (ii) if he or she is found by a court to be mentally incompetent or of unsound mind;
 - (iii) if by notice in writing to the Secretary of the Corporation he or she resigns their office;
 - (iv) if he or she ceases to be a member of the Corporation;
 - (v) if he or she is removed as a director in accordance with sections 3.1(f) and 3.1 (g) hereof.
- (f) Directors Attendance. The Board may, by resolution at its discretion, declare the office of a director of the Corporation be vacated if such director has been absent

without providing reason acceptable to the Board for three (3) consecutive meetings of the Board.

- (g) *Removal of directors.* The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office and may, by majority of the votes cast at such meeting, elect any member in their stead for the remainder of their term.
- (h) *Remuneration of directors.* The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

3.2 **Meetings of Directors**

(a) *Place of meeting and notice.*

- (i) Meetings of the Board may be held either at the head office of the Corporation or at any place within the Province of Ontario. A meeting of the Board may be convened by the President or any two (2) directors at any time and the Secretary by direction of the President or any two directors shall convene a meeting of directors.
- (ii) Notice of any meeting of the Board shall be delivered or mailed or sent by email or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered, sent by email or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by email otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

(b) *Quorum.* A quorum at any meeting of the Board shall be the presence in person or by telephone, as provided for in Section 3.2(d) below, of five (5) directors of the Board, unless there are vacancies on the Board, in which case quorum at any meeting of the Board shall be the presence in person or by telephone, as provided for in Section 3.2(d) below, of a majority of the Board.

(c) *Voting.*

- (i) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting, shall have a casting vote.

- (ii) At any meeting unless a poll is demanded, a declaration by the chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (d) Telephone/Electronic Participation. If all of the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously and a director participating in such meeting by such means is deemed to be present at that meeting.

3.3 **Officers**

- (a) Officers. The Board shall annually or as often as may be required, appoint a President, a Secretary, a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and if deemed advisable may appoint annually or as often as may be required one or more Assistant Secretaries. Other than the President, Secretary and Treasurer, none of the said officers need be members of the Board. The President, Secretary and Treasurer shall be appointed by the Board from among their number after each election of directors. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- (b) Remuneration and removal of officers. The directors may fix the remuneration (if any) to be paid to officers of the Corporation. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.
- (c) Delegation of duties of officers. In the case of absence or inability to act of the President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer, that is not an employee of the Corporation, or to any director for the time being.
- (d) President.
 - (i) The President, subject to the authority of the Board, shall have general supervision of the affairs and business of the Corporation and shall be an ex officio member of all committees. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
 - (ii) The President shall, when present, preside at all meetings of the Board and of the members. In the absence of the President at a meeting of the Board, the directors present shall choose one of their number to be chairperson of the meeting.

- (iii) In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:
 - (A) the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any director or officer of the Corporation or to any meeting of the members of the Corporation;
 - (B) the preparation of the annual budget for the Corporation, showing expected revenues and expenditures; and
 - (C) the safe keeping and good state of repair of all physical properties of the Corporation.
- (e) Secretary. The Secretary shall, when present, act as secretary of all meetings of directors and members, 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). The Secretary shall sign such contracts, documents or instruments in writing as require their signature and shall have such other powers and duties as may from time to time be assigned to them by the Board or as are incident to their office.
- (f) Treasurer. Subject to the provisions of any resolution of the Board, 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 may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require their signature and shall have such other powers and duties as may from time to time be assigned to them by the Board or as are incident to their office. The Treasurer may be required to give such bond for the faithful performance of their duties as the Board in their uncontrolled discretion may require, but 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.
- (g) Assistant Secretary. The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, shall perform all the duties of the Secretary in the absence or inability or refusal to act of the Secretary. The Assistant Secretary or, if more than one, the Assistant Secretaries shall sign such contracts, documents or instruments in writing as require their signatures and shall have such other powers and duties as may from time to time be assigned to them by the Board.
- (h) Vacancies. If the office of the President, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

3.4 **Committees**

- (a) The Board may, from time to time, constitute such standing or *ad hoc* committees consisting of such numbers of directors and other persons as it deems desirable and necessary to assist the directors in carrying on the affairs of the Corporation.
 - (i) Power of Board Committees. No committee shall have the power to act for or on behalf the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the

power to make recommendations to the Board, or to the members, as the Board may, from time to time direct.

- (ii) Responsibility. The Board shall prescribe the duties and authority of the committees. All committees shall be accountable for their actions to the Board. The Board may, at any time, revise the duties and authority of the committee, may, at any time, remove any person from any committee, or may add persons to any committee.
- (iii) Reports of Committees. Each committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

3.5 **Indemnities to Directors, Officers and Others**

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation together with such person's 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,

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office, unless the same shall happen by or through such director's or officer's own wrongful and willful act or through their own wrongful and willful neglect or default.; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, unless the same shall happen by or through such director's or officer's own wrongful and willful act or through their own wrongful and willful neglect or default.

3.6 **For the Protection of Directors and Officers**

- (a) 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 any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the 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 tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through their own wrongful and willful neglect or default.
- (b) The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. Subject to Article 5, if any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of their being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE 4 MEMBERSHIP

4.1 Members

- (a) Qualification. All voting members of the Corporation must be at least eighteen (18) years of age and support the purposes and objectives of the Corporation. The members of the Corporation shall be those persons who are from time to time enrolled as members of the Corporation at its head office. There shall be maintained at the head office of the Corporation a list of members in good standing.
- (b) Fees. Save as otherwise expressly herein provided, the fee for membership in the Corporation, if any, for each class of member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.
- (c) Classes of membership. There shall be two(2) classes of membership in the Corporation, namely:
 - (i) General Members and

(ii) Youth Members.

(d) General Members.

(i) General Members shall be those individuals, companies, corporations, partnerships, sole proprietorships and unincorporated associations who have filed an application for such membership with the Corporation, who are over the age of eighteen (18) years and who have been appointed as General Members by the Board and who has paid the fees, if any, for such class of membership.

(ii) General Members are entitled to vote at meetings of the Corporation.

(iii) Employees of the Corporation and their spouses are not eligible to be a General Member.

(e) Youth Members.

(i) Youth Members shall be those individuals who have been admitted as Youth Members by the Board and are under the age of eighteen (18) years.

(ii) Youth Members are not entitled to vote at meetings of the Corporation.

(f) Application for General Membership. An application for a General Membership and Youth Membership shall be made in a form determined by the Board and shall be accompanied by payment of such fee, if any, as may be fixed by the Board, from time to time.

(g) Termination of membership. Board may delegate discipline matters to a committee of the board formed for such purpose in accordance with Section 3.4 and any members found to be in conflict with the rules, by-laws or policies may result in either suspension or termination of membership, as determined by such committee. Any decision of such committee that revokes membership in the Corporation will be considered immediate and includes the member forfeiting their memberships fees or dues. Members may appeal any disciplinary action by a committee at the next scheduled meeting of the Board. The Board may terminate any membership, following an appeal or directly without discipline committee involvement, by a

resolution passed by a two-thirds (2/3) majority vote, provided, however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to Section 3.1(g) of this By-law.

- (h) Resignation. Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Secretary of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign.

4.2 **Meetings of Members**

- (a) Annual Members meetings. The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such other place within the City of Brantford, Ontario or the County of Brant on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report, if any, and such other information or reports relating to the Corporation's affairs as the directors may determine.
- (b) General Members meetings. Other meetings of the members (to be known as "general meetings") may be convened by a majority of the Board or the President to be held at any date and time and at any place within Brantford. In addition, the President shall call a general meeting of the members upon receipt of a written requisition to do so of not less than 10% of the members entitled to vote at such meeting.
- (c) Notice. A printed, written or typewritten notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting and to the auditor, if any, of the Corporation through the post in a prepaid wrapper or letter not less than ten (10) nor more than sixty (60) days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Brantford, Ontario or the County of Brant without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor, if any, of the Corporation.
- (d) Omission of notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation

shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

- (e) Contents of notice. Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.
- (f) Proxies. At any meeting of members, a proxy holder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing them would be entitled to exercise if present at the meeting. A proxy holder need not be a member of the Corporation.
- (g) Chairperson. In the absence of the President the members present at any meeting of members shall choose another director to act as chairperson of the meeting and if no director is present or if all the directors present decline to act as chairperson, the members present shall choose one of their number to be chairperson of the meeting.
- (h) Voting.
 - (i) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the chairperson of the meeting shall, both on a show of hands and on a poll, have a casting vote. Each General Member shall be entitled to one vote if present at a meeting in person or by proxy.
 - (ii) At any meeting, unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (i) Polls. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- (j) Adjournments. The chairperson may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- (k) *Quorum.* A quorum for the transaction of business at any meeting of members shall consist of not less than 10% of the total General Members present in person or represented by proxy.

ARTICLE 5 MISCELLANEOUS

5.1 Enactment, Repeal and Amendment of By-laws

- (a) By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law;
- (b) A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.

5.2 Notices

- (a) *Service.* Any notice to be given to any member or director or auditor shall be served either personally or by sending it through the mail in a prepaid envelope or wrapper addressed to such member, director or auditor at their address as the same appears in the books of the Corporation or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Corporation. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.
- (b) *Signatures to notices.* The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- (c) *Computation of time.* Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.
- (d) *Proof of service.* A certificate of the President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

5.3 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances 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 may from time to time designate by resolution.

5.4 Execution of Contracts, etc.

- (a) Contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by any two officers of the Corporation and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (b) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.
- (c) The term "contracts, documents or 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, bonds, debentures or other securities and all paper writings.
- (d) In particular, without limiting the generality of the foregoing, (i) President together with the Secretary or Assistant Secretary or (ii) any two directors are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

5.5 Financial Year

The Board may by resolution fix the financial year end of the Corporation and the Board may from time to time by resolution change the financial year end of the Corporation.

5.6 Interpretation

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include individuals, firms and corporations. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section

thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.



ENACTED the 28 day of January, 2020.

WITNESS the corporate seal of the Corporation.

President

Secretary

Confirmed by a majority of the members of the Corporation at a meeting of the members on the 7 day of March, 2020.

Secretary