

<p style="text-align: center;">THE CANADIAN CYCLING ASSOCIATION BY-LAWS September 27, 2016</p>
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GENERAL PROVISIONS**ARTICLE 1 NAME**

- (a) The name of the Corporation shall be the Canadian Cycling Association and the Corporation may do business as Cycling Canada Cyclisme.

ARTICLE 2 PURPOSE

The Canadian Cycling Association will have its purpose defined in the Articles of Continuance.

ARTICLE 3 REGISTERED OFFICE

The Registered Office of the Corporation shall be located in the province of Ontario, at the civic address to be designated from time to time by the Board.

ARTICLE 4 JURISDICTION

- (a) The jurisdiction of the Corporation shall be Canada.

ARTICLE 5 LANGUAGES RECOGNIZED BY THE ASSOCIATION

- (a) The Canadian Cycling Association shall recognize Canada's two official languages, namely French and English, equally.
- (b) For any interpretation of this by-law, both the French and English texts shall be valid.

MEMBERSHIP**ARTICLE 6 MEMBERS**

- (a) Provincial/ Territorial Member Associations
The Members of the Corporation will be the provincial and territorial associations recognized by the Board which have met the prescribed financial and administrative obligations. The Corporation can only accept one (1) association per province or territory representing all of: road and track, mountain bike, BMX, cyclocross and para-cycling.

ARTICLE 7 MEMBERSHIP TERMS

- (a) Membership Fees
The amount of membership fees shall be recommended by the Board of Directors and voted upon by the members at the Annual Meeting.
- (b) Licensing & Sanctioning by Members
Members are given the right from the Corporation to issue participant licenses and sanction cycling events in accordance with the Cycling Canada and UCI regulations.
- (c) Member Relationships
Members operate as independent organizations which share the goals and mission of the Corporation. This includes the support of consistent standards and programs in areas of mutual interest to the delivery of cycling programs and activities in Canada.
- (d) UCI Bylaws
The by-laws and regulations of the Corporation shall not run counter to the constitution and regulations of the Union Cycliste Internationale (UCI). In case of divergence, only the constitution and regulations of the UCI shall apply. As an extension, this provision shall apply to the Members affiliated with the Corporation.

ARTICLE 8 RESIGNATION

- (a) Any resignation by a Member must be sent in writing to the Registered Office of the Corporation and shall become effective only after its acceptance by the Board.

ARTICLE 9 SUSPENSION OR EXPULSION OF MEMBERS

- (a) Disciplinary measures shall only be taken against a Member by the Board.
- (b) Members that are subject to disciplinary measures will be afforded the opportunity to present their own case before the Board. The President of the Member will be advised, in writing, of this opportunity.
- (c) The suspension of a Member or refusal to allow its re-affiliation shall require a voting majority of eighty percent (80%) of the Board.
- (d) Members that intend to appeal a suspension of membership must send notice of the intent to appeal no later than fifteen (15) days after receipt of notice of suspension.
- (e) Any appeal of the suspension of a Member shall be taken to the Sport Dispute Resolution Centre of Canada (SDRCC) for final and binding resolution. The parties will execute an arbitration agreement that will confirm the jurisdiction of the SDRCC tribunal to decide the matter, specify the precise decision under

appeal, specify the issues in dispute, and specify other matters the parties agree will be binding on themselves and the SDRCC tribunal.

- (f) Suspension of a Member automatically results in the suspension of all participants within that Member.

ARTICLE 10 PARTICIPANTS

- (a) A Participant with the Corporation is considered to be any individual, in good standing with a Member, who participates in any one of the cycling sports (road, track, mountain bike, BMX, cyclocross and para-cycling), or who acts as a coach, official, volunteer, support personnel, or committee member with the Corporation or with a Member.
- (b) Notwithstanding subsection (c), the discipline of a Participant shall be the responsibility of the Member with which the Participant is affiliated and its decision shall be accepted by the Corporation. In the event of failure to apply suitable discipline within an appropriate period of time, the Board shall assume responsibility for disciplinary action.
- (c) Per the Corporation's policies, the High Performance Committee will have the responsibility for discipline of any Participant who is a member of, or associated with, any National Team of the Corporation.

MEETINGS OF THE MEMBERS

ARTICLE 11 TYPES OF MEETINGS

- (a) The Annual Meeting of the Members shall be held in Canada yearly no later than six (6) months from the end of the previous fiscal year.
- (b) Notice of the Annual Meeting shall be sent by regular mail or email to the Board and Members at least thirty (30) days in advance.
- (c) A Special Meeting may be called at the request of the President, the Board, or by one-third (1/3) of the Members. The agenda of the Special Meeting will be limited to the subject matter for which the meeting was duly called.
- (d) Notice of the Special Meeting shall be sent by regular mail or email to the Board and to the Members at least twenty (20) days in advance.

ARTICLE 12 METHOD OF MEETING

- (a) The members may meet in person at a location to be designated by the Board
- (b) The Members may meet by teleconference provided that either a majority of the Members consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Members at a meeting of the Members of the Corporation.

- (c) The Members may meet by other electronic means that permits each Member to communicate adequately with each other provided that:
 - i) The Members have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
 - ii) Each Member has equal access to the specific means of communication to be used;
 - iii) Each Member has consented to meeting by electronic means using the specific means of communication proposed for the meeting.
- (d) Members participating in a meeting by teleconference or by other electronic means will be considered to be present at the meeting for purposes of determining quorum.

ARTICLE 13 COMPOSITION

- (a) Meetings of the Members shall be comprised of the Board, the delegates representing the Members, and any other individuals at the invitation of the Board.

ARTICLE 14 DELEGATES

- (a) Each Member may appoint one delegate to attend and vote at meetings of the Members.
- (b) Individuals acting as delegates and carrying a vote must be Participants in good standing with their respective Member.
- (c) Individuals acting as delegates and carrying a vote must be a minimum of eighteen (18) years of age at the time of the meeting of the Members.
- (d) Each delegate may represent only one Member and each delegate shall have only one vote.
- (e) The name of the delegate from each Member shall be submitted to the Registered Office of the Corporation at least fifteen (15) days prior to the date of the meeting of the Members .
- (f) Any delegate may be replaced by another person providing the latter submits certification of this status, duly signed by the President of the Member in question.
- (g) A member of the Board may not be designated as a Member delegate.
- (h) Participants who are in good standing in their respective Members but who are not delegates may attend the meeting of the Members but may not vote.

ARTICLE 15 QUORUM

- (a) At any meeting of the Members, a majority shall constitute a quorum.
- (b) In the case of the Annual Meeting, if within thirty minutes of the appointed time a quorum is not present, then the meeting shall be adjourned to such a time and place as fixed by the majority of the delegates present.
- (c) In the case of a Special Meeting, if within thirty minutes of the appointed time a quorum is not present, then the meeting shall be dissolved.

ARTICLE 16 VOTING

- (a) Individuals with voting rights at a meeting of the Members shall be the appointed delegate of each Member.
- (b) Motions
Voting shall be a show of hands, unless a secret vote is requested by one third (1/3) of the Members present. Unless otherwise specified within these bylaws, a majority shall decide all motions.
- (c) A tie vote will be declared defeated.
- (d) Elections
Election of the President and Board of Directors shall be held at the Annual Meeting.
Individuals whose nominations are unopposed shall be declared elected by acclamation. Where there are multiple positions available and fewer than the required number of candidates, nominees who meet the nomination conditions shall be automatically elected. The election for any remaining position(s) will be limited to the new candidates. Where more than one nomination for a position is received, election shall be conducted by means of a secret ballot and the successful candidate will be determined by a simple majority. In the event of a tie, a run-off election between or among the candidates involved in the tie will be organized. If the run-off election fails to settle the tie, the election will be decided by a toss of a coin.
- (e) The opportunity to submit nominations for any and all elected positions will close ten (10) working days prior to the date of the Annual Meeting. In the case that no nominations have been received for a given elected position within the ten (10) working day period prior to the Annual Meeting, nomination from the floor will be accepted on the day of the election. In all cases candidates for elected positions must meet the specified position requirements where applicable.

- (f) Absentee Voting
Members that are unable to attend a meeting of the Members may register their vote in advance of a meeting. Absentee voting is only permitted for complete motions and election ballots which are not changed, in any manner, on the floor of the Annual Meeting.

BOARD

ARTICLE 17 COMPOSITION

- (a) The Board shall be composed of the President, at least six (6) Directors at Large, and the National Team Athlete Representative.
- (b) The President, six (6) Directors at Large, and the National Team Athlete Representative shall be elected by the Members.
- (c) Annually the Board may by resolution, at its discretion, appoint up to a maximum of one (1) Director at Large after the Corporation's Annual Meeting. For clarity, an appointed Director will serve a term of one (1) year and the number of appointed Directors cannot exceed more than one-third (1/3) of the Directors elected at the previous Annual Meeting.
- (d) The President runs for office and is elected for a four year term at the Annual Meeting the year following the Olympic Games attended by cycling.
- (e) The candidates for National Team Athlete Representative are nominated by the Athlete's Council, per the Corporation's policies. The National Team Athlete Representative runs for office and is elected for a two-year term in the odd years.
- (f) Elected Directors at Large run for office and are elected for a two-year term. For elections held in even years, three (3) Directors will be elected, and for elections in odd years, three (3) Directors will be elected. A maximum of two (2) elected Directors at Large residing in any single province or territory may serve on the Board at the same time.
- (g) The term of an elected Director shall begin effective with the adjournment of the meeting in which he or she is elected. The term of the outgoing elected Director shall terminate on the election of a replacement and/or the adjournment of the Annual Meeting.
- (h) If the President of a Member is elected to the Board, he or she shall resign from the provincial/territorial association presidency. Failure to do so within three months of that individual's election will nullify his or her election.
- (i) The Board shall receive no remuneration for the execution of their responsibilities but shall be entitled to a reimbursement of any reasonable expense incurred in the performance of their duties within the approved guidelines for expenses as set by policy.

ARTICLE 18 DIRECTOR VACANCIES

- (a) The office of any Director shall automatically be vacated if the Director:
 - i. Resigns his/her office by delivering a written resignation to the Board through the President or Chief Executive Officer;
 - ii. Becomes of unsound mind, is found to be mentally incompetent, or is physically unable to carry out his/her duty;
 - iii. Is removed from office;
 - iv. Dies.
- (b) Provided that if any vacancy shall occur for any reason in this Article, the Directors may by resolution fill the vacancy with a Participant in good standing with a Member; otherwise such vacancy shall be filled at the next meeting of the Members; and any Director appointed or elected to fill such vacancy shall hold office for the unexpired term. In the case of the Director who serves as the National Team Athlete Representative such appointment shall be done in consultation with the Athlete's Council.
- (c) When applicable, where the position of an appointed Director at Large becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term until such time as a new Director at Large is appointed in accordance with these by-laws.

ARTICLE 19 REMOVAL OF DIRECTORS

- (a) The Members may, by resolution passed by at least two-thirds of the votes cast by those delegates entitled to participate in the election of Directors at a meeting of the Members of which notice specifying the intention to pass such a resolution has been given, remove any Director from office before the expiration of his/her term of office and may elect any qualified person in his/her stead for the remainder of the term on any of the following grounds:
 - i. Lack of interest or dereliction of duty;
 - ii. Incompetence;
 - iii. Behaviour or conduct that breaches the Corporation's policies; or
 - iv. The special skills, qualifications, or position which recommended to the office have been lost.

ARTICLE 20 INDEMNIFICATION OF DIRECTORS & OFFICERS

- (a) The Corporation will indemnify and defend out of the funds of the Corporation each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duty of a Director or Officer.
- (b) The Corporation will not indemnify or defend a Director, Officer or any other person for acts of fraud, dishonesty or bad faith.

- (c) The Corporation shall purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

ARTICLE 21 FUNCTIONS OF THE BOARD

The Board shall:

- (a) Establish the overall mission or purpose of the Corporation;
- (b) Determine the Corporation's vision and direction (strategic planning);
- (c) Monitor the Corporation's operations and evaluate results;
- (d) Manage human resources (through the Corporation's Chief Executive Officer);
- (e) Determine registration procedures and membership fees;
- (f) Approve policies and procedures, including those related to discipline and disputes, to guide the Corporation and its management;
- (g) Approve the budget, and secure and monitor effective management of the Corporation's financial resources;
- (h) Provide continuity to the ongoing governance and management of the Corporation;
- (i) Contract loans, as necessary, to the credit of the Corporation;
- (j) Fulfill the basic legal and ethical responsibilities of a Board;
- (k) Delegate its responsibilities to committees and hired staff, as required; and.
- (l) Discharge any other duties as may be provided for herein.

ARTICLE 22 MEETINGS OF THE BOARD

- (a) The Board shall meet at least twice a year and more often if deemed necessary. The notice of the meeting shall be sent, by regular mail or email to the Board at least 30 days before the date of the meeting.
- (b) The accidental omission to give notice to, or non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceedings taken at such meeting.
- (c) A quorum shall be a majority of the total membership of the Board.
- (d) Questions arising at any meeting of the Board shall be decided by majority of votes of those present. Each Director is authorized to exercise one (1) vote. Proxies are not accepted at a meeting of the Board. A tie vote shall be

declared defeated.

- (e) The Board may, from time to time, invite to its meetings such other individuals (Example: Past President) as it deems can contribute to the work of the Board. Invited individuals can be excluded from any portion of a meeting as determined by the Chair.
- (f) The Board may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the Directors of the Corporation.
- (g) The Board may meet by other electronic means that permits each Director to communicate adequately with each other provided that:
 - i. The Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
 - ii. Each Director has equal access to the specific means of communication to be used;
 - iii. Each Director has consented to meeting by electronic means using the specific means of communication proposed for the meeting.

ARTICLE 23 OFFICERS

- (a) The Officers of the Corporation shall be the President, Chief Executive Officer, and the Director of Finance & Administration.
- (b) Duties
The President shall exercise general oversight of the affairs of the Corporation on behalf of the Board. It shall be his or her duty to preside as the Chair at meetings of Members and meetings of the Board. The President shall ensure that the Corporation as a whole achieves its purposes and objectives. The President shall act as the spokesperson for the Board and the Corporation. He or she shall perform other functions as usually pertain to the office of the President and shall be entitled to be present at meetings of all Standing and Ad Hoc Committees of the Board.

The Chief Executive Officer and the Director of Finance & Administration shall have duties as defined by their job descriptions and employment agreements.

COMMITTEES

ARTICLE 24 STANDING COMMITTEES

- (a) The Standing Committees of the Board shall be, but are not limited to:
 - i. Nominations Committee

- ii. Insurance Committee
 - iii. Finance & Audit Committee
- (b) Standing Committees shall consist of a chairperson and at least two committee members. A Director shall be appointed to act as chairperson of each Standing Committee annually by the Board at its meeting immediately following the Annual Meeting. Other members of the Committee shall be appointed by the chairperson. Any individual deemed competent by the Committee chairperson may sit on a Standing Committee.
 - (c) Where conditions warrant, the Board may establish Ad Hoc Committees of the Board to deal with specific areas of concern.
 - (d) The Board shall appoint a Director to act as chairperson for Ad Hoc Committees of the Board and the chairperson shall appoint committee members as he or she deems appropriate on agreement of the Board.
 - (e) The Board shall provide terms of reference of all Standing and Ad Hoc Committees of the Board. The terms of reference shall be reviewed and ratified by the Board annually at its meeting immediately following the Annual Meeting.
 - (f) Members of Standing Committees shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation.
 - (g) All members of Standing Committees shall be subject to removal from their duties as committee members by a majority vote of the Board.

ARTICLE 25 PROGRAM COMMITTEES

- (a) The Board shall constitute such Program Committees as it deems necessary in carrying out the affairs of the Corporation and shall prescribe their duties.
- (b) A Director shall not be eligible to be elected or appointed to any of the Program Committees.
- (c) Members of Program Committees, as defined in the Corporation's policies, are either elected or appointed. Elections shall be held per these by-laws, while qualifications and terms are outlined in policy.
- (d) If a vacancy should occur in any elected Program Committee position for any reason, the Chair of the Committee, in consultation with the Chief Executive Officer of the Corporation, will seek to fill the vacancy with a participant in good standing. This appointment will be ratified by the Board before taking effect and such appointment shall be for the unexpired term.

- (e) All elected or appointed Program Committee members shall be subject to removal from their duties as committee member by a majority vote of the Board.

FINANCIAL

ARTICLE 26 FINANCIAL YEAR

- (a) The financial year of the Corporation shall end on the thirty-first (31st) day of March of each year.

ARTICLE 27 AUDITORS

- (a) The books and financial statements of the Corporation shall be examined each year by the auditor appointed for the purpose at the Annual Meeting, as soon as possible after the Corporation's financial year end. The auditor shall prepare a report which will be in turn distributed to the Members at the Annual Meeting.

ARTICLE 28 SIGNING OF DOCUMENTS

- (a) Any contracts or other documents requiring the signature of the Corporation shall be subject to the prior approval of the Board or the Chief Executive Officer and subsequently signed by those persons duly authorized to do so.

ARTICLE 29 DISSOLUTION OR LIQUIDATION

- (a) Upon dissolution of the Association, any funds or assets remaining after discharge of all liabilities will be distributed to one or more qualified donees within the meaning of the *Income Tax Act* as determined by the Directors.

ARTICLE 30 MODIFICATION OF BY-LAWS

- (a) The Corporation may adopt new by-laws, or repeal or amend them.
- (b) Proposed amendments must be received at the Registered Office at least forty-five (45) days in advance of the meeting of the Members in order to be distributed thirty (30) days in advance of the meeting to the Board and to the Members.

ARTICLE 31 PARLIAMENTARY AUTHORITY

- (a) The rules contained in the current edition of Roberts Rules of Order (Newly Revised) shall govern the Corporation in all cases which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Corporation may adopt.