

**THE CANADIAN CYCLING ASSOCIATION
CONSTITUTION AND BY-LAWS
January 2010**

BYLAW NO. 1 Being the general by-laws of the Canadian Cycling Association Corporation, incorporated in accordance with the Section II of the Companies Act, as amended 1934, March 12, 1935.

GENERAL PROVISIONS

ARTICLE 1 NAME

(1982) The name of the Corporation shall be the Canadian Cycling Association.

ARTICLE 2 PURPOSE

(1985) Preamble:

The Canadian Cycling Association is a National Sport Organization whose main reason for being is the organization and promotion of cycling in Canada. The activities of the Association are carried out within the constraints of sound business practices with regard to the ethics required of professional staff and to the spirit in which its volunteers function.

- (1982)
- (a) To act as an umbrella organization for the provincial and territorial federations or associations who promote cycling as well as for all bicycle users;
 - (b) To further the activities of the cycling federation or associations throughout Canada;
 - (c) To promote the expansion and operation of the membership agencies;
 - (d) To promote the formulation and implementation of a favourable general cycling policy;
 - (e) To defend and protect the rights of its members;
- (1996)
- (f) To affiliate with the Union Cycliste Internationale, in addition, with any organization that can help it achieve its objectives;
 - (g) And in general, to administer and promote cycling in all its aspects.
- (1996)
- (h) The constitution and regulations of the CCA 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.

ARTICLE 3 HEAD OFFICE

(1982) The Head Office of the Corporation shall be located in the Regional Municipality of Ottawa-Carleton, in Ontario, at the civic address to be designated from time to time by the Board of Directors.

ARTICLE 4 SEAL

(1982) The seal of the corporation shall be the one whose imprint appears in the margin on the original copies of these by-laws

(2002) The seal of the Corporation shall be held by the Director General at the National office.

ARTICLE 5 JURISDICTION

(1982) The jurisdiction of the Corporation shall be Canada, and shall be divided into provinces and territories whose number and boundaries shall correspond to those of each of the provinces and territories of the Canadian federation.

ARTICLE 6 NON-DISCRIMINATORY POLICY

(1982) The Canadian Cycling Association ensures equality of opportunity for cycling participation.

INTERPRETATION

ARTICLE 7 LANGUAGES RECOGNIZED BY THE ASSOCIATION

(1982) (a) The Canadian Cycling Association shall recognize Canada's two (2) 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 8 MEMBERS

(2001) (a) Member Associations
The federations or provincial and territorial associations recognized by the Board of Directors and which have paid the required membership fees. The Corporation can only accept one (1) federation or association per province or territory representing, road and track, mountain bike, and BMX. The member association shall be represented by a provincial delegate to be designated by the member association

- (1982) (b) Individual Member
Any person who holds the objectives of the Association and who has completed the prescribed registration for and paid the required membership fees.
- (1982) (c) Honorary Member
Any person or entity which the Board of Directors wishes to honour for services rendered to the Corporation.
- (1996) (d) Associate Member
Any association, group or individual recognized by the Association for its shared interest.

ARTICLE 9 MEMBERSHIP FEES

- (1996) The amount of membership fees shall be approved by the Board of Directors.

ARTICLE 10 RESIGNATION

- (1982) Any resignation by a member must be sent in writing to the Head Office of the Corporation and, in case of a member association, shall become effective only after its acceptance by the Board of Directors.

ARTICLE 11 SUSPENSION OR EXPULSION

- (1982) (a) Except when a member of the National Team, the discipline of a member shall be the first responsibility of the member association with which the member is enrolled and its decision shall be accepted by the Canadian Cycling Association. In the event of failure to comply with suitable discipline within sixty (60) days, the Board of Directors shall assume responsibility for disciplinary action.
- (1996) (b) The High Performance Committee of the Canadian Cycling Association shall have the sole authority to suspend members and groups for discipline relating to personal conduct in national and international competition, and in accordance with national racing and UCI rules.
- (1982) (c) Disciplinary measures shall only be taken against a member association by the Board of Directors.
- (1990) (d) Volunteers serving on permanent committees or commissions shall be suspended or removed according to such policies as the Board of Directors shall approve from time to time in accordance with the procedures outlined in Article 29 of this constitution.
- (1982) (e) The suspension of a member association or refusal to allow its re-affiliation shall require a voting majority of eighty percent (80%) of the Board of Directors after representatives of the member association shall have been afforded the opportunity to present their own case before the Canadian

Cycling Association's Board of Directors. Such action will be advised in writing by registered mail, or equivalent delivery procedure, to the President of the member association concerned who, in turn, shall send notice of intent to appeal no later than fifteen (15) days after receipt of notice of suspension

Upon receipt of an appeal against suspension of a member association, the Canadian Cycling Association shall call a Special General Meeting no later than thirty (30) days after the appeal has been received, to debate this sole issue.

- (1982) (f) Two (2) representatives of a suspended member association and two (2) members of the Board of Directors of the Canadian Cycling Association shall present their case in front of the General Assembly who shall have the right to question these four (4) representatives. A secret vote of the General Assembly shall decide the issue and a majority of seventy percent (70%) shall be required to uphold the suspension of the member association concerned.
- (1982) (g) The membership of a member association is also suspended as a consequence.

GENERAL ASSEMBLY MEETING

ARTICLE 12 COMPOSITION

- (2002) The General Assembly Meeting shall be comprised of the members of the Board of Directors of the Corporation, in addition to the delegates representing the member associations.

ARTICLE 13 DELEGATES

- (2004) (a) The number of delegates from the member associations shall be *three* as follows: the provincial delegate designated by the member association (1), one (1) delegate representing High Performance, and one (1) delegate representing Development. The three delegates may be the same person or may be different people, as the member association decides.
- (1982) (b) Each delegate may represent only one (1) member association.
- (1982) (c) This list of delegates from each member association shall be submitted to the Head Office of the Corporation at least fifteen (15) days prior to the date of the General Assembly, or prior to the a Special General Assembly.
- (1982) (d) Any delegate may be replaced by another person providing the latter submits certification of this status, duly signed by the President of the member association in question.
- (2006) (e) A member of the Board of Directors of the Canadian Cycling Association may not be designated as a provincial delegate.

ARTICLE 14 QUORUM

- (1996) (a) At a General Assembly, a simple majority shall constitute a quorum.
- (1999) (b) In the case of the Annual General 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 voting delegates present. At the re-scheduled meeting, the members present shall constitute quorum.
- (1999) (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 15 VOTING

- (2006) (a) Any person who is a Canadian citizen, holder of a valid Canadian Cycling Association membership, and eighteen (18) years of age or older, shall have the right to vote at the General Assembly. Voting by proxy shall be permitted and must be sent to the National office before the assembly. The members are advised of their right to vote by proxy in the Notice of the Meeting. Election of the Board of Directors, Chairs of the Program Committees and members of program committees shall be by secret ballot. In all other cases, voting shall be a show of hands, unless a secret vote is requested by one third (1/3) of the voting members present. A simple majority shall decide all Annual General Meeting motions, except in the case of suspension or expulsion, which Article 11 covers, unless the laws or by-laws decide otherwise.
- (2006) (b) The Directors, Past President and Provincial delegates will vote for in the election of the President. Only the Provincial delegates will vote in elections for the Directors at Large and Program Committee members. In other forms of voting, associated with the General Assembly meeting, each Director including the Past President shall be entitled to one (1) vote at any meeting of the members. A tie vote will be declared defeated.
- (2004) (c) In the event of a tie in the election of Directors or Program Committee members, a run-off election between the candidates involved in a tie will be organized. If the run-off election fails to settle the tie, the election will be decided by the toss of a coin.
- (2006) (d) The opportunity to submit nominations for any and all elected positions will close ten (10) working days prior to the date of the Annual General 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 AGM, nomination from the floor will be accepted on the day of the election. In all cases candidates for elected position must meet the specified position requirements where applicable.

ARTICLE 16 ANNUAL GENERAL MEETING

- (1999) The Annual General Meeting (AGM) shall be held in Canada yearly no later than the end of December, at a location to be designated by the Board of Directors.
- (2002) Notice of the Meeting shall be sent by ordinary mail or facsimile to the member associations at least thirty (30) days in advance.

ARTICLE 17 SPECIAL GENERAL MEETING

- (2002) A Special General Meeting may be called at the request of the President, the Board of Directors or by one-third (1/3) of the member associations. Notice of the Meeting shall be sent by ordinary mail or facsimile to the members of the Board of Directors and to the member associations at least twenty (20) days in advance. The notice shall provide information necessary to ensure a lucid decision.

BOARD OF DIRECTORS

ARTICLE 18 COMPOSITION

- (2002) (a) The Board shall be composed of the President, five (5) Directors at Large, the National Team Athlete Representative and a non-voting Past President.
- (2004) (b) The President and five Directors at Large shall be elected by the delegates of the member associations, as defined by Article 13(a) of these By-laws, except for the Director who serves as the National Team Athlete Representative who shall be elected by members of the Athletes Council in a process to be determined by the Council.
- (2004) (c) The election of the Directors shall be held at the Annual General Meeting. Directors whose nominations are unopposed shall be declared elected by acclamation. Where one or more nomination for a specific office is received, election shall be conducted by means of ballot and the successful candidate will be determined by a simple majority. In the event of a tie in the election of the President or Directors, 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.
- (2010) (d) The President runs for office and is elected for a four year term at the Annual Meeting the year following the Olympic Games and may not be elected to more than two (2) four-year terms in succession.
- (2006) (e) 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, two (2) Directors will be elected.
- (2002) (f) A Director at Large may not serve more than three (3) two-year terms in succession.

- (2004) (g) The term of a Director shall begin effective with the adjournment of the general meeting in which s/he is elected. The term of the outgoing Director shall terminate on the election of a replacement and/or the adjournment of the Annual General Meeting.
- (2002) (h) Unless removed from office under Article 19, 20 or 29, the CCA President will assume the position of Past President for one year, in the year immediately following the end of his/her term. At the end of the first year, the term of office may be extended for a second year upon approval of the majority of the Board.
- (2002) (i) The Past President's primary role is to help facilitate the transition period for the incoming President and Board. The Past President may also support the board in national and international relations and representation with outside agencies and may be designated to represent CCA at international functions.
- (2002) (j) If the president of a member association is elected to the Board of Directors, s/he shall resign from the provincial presidency; failure to do so will nullify the election.
- (1987) (k) Members of the Board of Directors shall receive no remuneration for the execution of their responsibilities but shall be entitled to a reimbursement of any expense incurred in the performance of their duties.
- (1998) (l) The Board of Directors may, from time to time, invite to its meeting such other individuals as it deems can contribute to the work of the board.

ARTICLE 19 DIRECTOR VACANCIES

- (2004) The office of Director, including the Director who serves as the National Team Athlete Representative, shall automatically be vacated:
 - (a) if a director shall resign his/her office by delivering a written resignation to the Board or to the board through the President or Director General
 - (b) becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his/her duty;
 - (c) on death; or
 - (d) is removed from office

provided that if any vacancy shall occur for any reason in this paragraph contained, the Directors may by resolution fill the vacancy with a person in good standing on the books of the Corporation if they see fit to do so; otherwise such vacancy shall be filled at the next annual general meeting; 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 members of the Athletes Council.

Where a director vacates his/her office or is removed from office, the member who completes the term shall not be deemed to have completed a full term.

ARTICLE 20 REMOVAL OF DIRECTORS

(2002) The members of the Corporation may, by resolution passed by at least two-thirds of the vote cast by those delegates entitled to participate in the election of Directors at an annual or special meeting 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:

- (a) lack of interest or dereliction of duty
- (b) incompetence
- (c) behaviour or conduct inimical to the best interest of the Corporation; or
- (d) the special skills, qualifications, or position which recommended to the office have been lost.

Except in the case of the Director who serves as the National Team Athlete Representative who by resolution passed by at least two-thirds of the members of the national teams may be removed from office as provided by these By-laws.

ARTICLE 21 FUNCTIONS

(2002) (a) The Board shall exercise all the powers which are conferred upon it by law or these By-laws. It shall fulfil the duties and responsibilities given it at the General Meeting. It shall be responsible for establishing and regulating committees and for evaluating the permanent employees of the Corporation.

(1996) (b) Make policies and procedures relating to discipline, and shall have the authority to discipline members of the Association in accordance with such policies and procedures.

(1996) (c) Make policies and procedures relating to the manner in which disputes with the Association shall be managed, and all such disputes shall be heard in accordance with these policies and procedures.

ARTICLE 22 QUORUM

(1982) A quorum shall be a simple majority of the total membership of the Board of Directors.

ARTICLE 23 MEETINGS

(1994) (a) The Board of Directors shall meet at least twice (2 times) a year and more often if deemed necessary. The Notice of Meeting shall be sent, by regular mail or facsimile to the Board of Directors at least 30 days before the date of the meeting.

(2004) (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.

- (2004) (c) 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.
- (2005) (d) 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 of directors at a meeting of the directors of the Corporation.
- (2005) (e) The Board may meet by other electronic means that permits each director to communicate adequately with each other provided that:
- i. The board of directors of the corporation 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 24 LOANS

- (1982) The Board of Directors may contract loans using the credit of the Canadian Cycling Association and may also hypothecate the possessions or goods of the Canadian Cycling Association to guarantee the repayment of the contracted debts or loans.

ARTICLE 25 OFFICERS

- (2002) The Officers of the Corporation shall be the President, Secretary and Treasurer and such other Officers as the Board may determine from time to time.

ARTICLE 26 REMOVAL OF OFFICERS

- (2002) Any Officer may be removed from their duties before the expiration of his/her term of office by a decision reached by a two third (2/3) majority of the members present at a Special General Meeting convened for that purpose, of which notice specifying the intention to pass such a resolution has been given, and may elect any qualified person in his or her stead for the remainder of his/her term on any of the following grounds:
- (a) lack of interest;
 - (b) incompetence;
 - (c) behaviour or conduct inimical to the best interests of the Corporation;
 - (d) or the special skills, qualifications, or position which recommended him/her to the office have been lost.

ARTICLE 27 REMUNERATION OF OFFICERS

- (2002) The Officers of the Corporation shall not be remunerated for their work, but shall be entitled to a reimbursement of any expenses incurred in the performance of their duties.

ARTICLE 28 DUTIES OF THE OFFICERS

- (2002) (a) The President shall exercise general oversight of the affairs of the Canadian Cycling Association on behalf of the Board of Directors. It shall be his or her duty to preside at General Meetings of members and of the Board of Directors and to act as the chairperson on committees of Officers representing the Board of Directors. The President shall ensure that the Association as a whole achieves the objectives set in accordance with the established by-laws and procedures. The President shall act as the spokesperson for the Board and the organization. He or she shall perform other functions as usually pertain to the office of the President and shall be an ex officio member of all Standing and Ad Hoc Committees of the Board.
- (b) The Secretary shall be appointed by the Board of Directors and shall hold office during the term of Board of Directors that appointed him/her. The Secretary shall attend to the giving and service of all notices of the Corporation and shall keep in safe custody the Corporate seal of the Corporation. S/he shall have charge of the corporate records of the Corporation including a register containing the names and addresses of the Members of the Corporation and the Members of the Board, together with copies of all reports made by the Corporation and such other records and papers as the Board may direct. Further the Secretary shall be responsible for the taking and reproducing of all Minutes for the General Meetings and the Directors meetings and for maintaining a Minute Book and further for the keeping and filing of all books, reports, certificates and other documents required by law to be kept on file by the Corporation.
- (c) The Treasurer shall be appointed by the Board of Directors and shall hold office during the term of Board of Directors that appointed him/her. S/he shall deposit all money and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as designated by the Board, and shall render to the Board, whenever directed by the board, a report of the financial condition of the Corporation and all his/her transactions as Treasurer; and as soon as possible after the close of each financial year, s/he shall make and submit to the Board a financial report for such financial year. S/he shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Corporation.
- (d) The Directors may appoint such 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 Board.

COMMITTEES

ARTICLE 29 STANDING COMMITTEES OF THE BOARD

- (2002)
- (a) The Standing Committees of the Board shall be as follows:
 - a. Nominations Committee
 - b. Ethics Committee
 - (b) Standing Committees shall consist of a chairperson and at least 2 members. A Director shall be appointed as chairperson of each Standing Committee annually by the Board of Directors at its meeting immediately following the Annual General 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 of the Board.
 - (c) Where conditions warrant, the Board of Directors may establish Ad Hoc Committees of the Board to deal with specific areas of concern to the Board of Directors.
 - (d) The Board of directors shall appoint a Director as chairperson for Ad Hoc Committees of the Board and the chairperson shall appoint up to two other committee members.
 - (e) The Board of Directors shall provide terms of reference of all Standing and Ad Hoc Committees of the Board of Directors. The terms of reference shall be reviewed and ratified by the Board of Directors annually at its meeting immediately following the Annual General Meeting.
 - (f) Members of Standing Committees of the Board 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 of Board shall be subject to removal from their duties as committee members by a majority vote of the Board of Directors.

ARTICLE 30 PROGRAM COMMITTEES

- (2002)
- (a) The Board shall constitute such other Program Committees as it deems necessary in carrying out the affairs of the Corporation and shall prescribe their duties.
 - (b) A member of the Board shall not be eligible to be elected or appointed to any of the Program Committees.

- (2004) (c) Members of Program Committees, as defined in the Policy on Organizational Structure, shall be elected as specified elsewhere in these By-laws. In the event of a tie in the election of Program Committee members, 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 the toss of a coin.
- (2004) (d) If a vacancy should occur in any Program Committee for any reason, the Chair of the Committee, in consultation with the senior manager of the Association, will seek to fill the vacancy with a member in good standing. The appointment of any Program Committee member appointed to fill a vacancy will be ratified by the Directors before taking effect and such appointment shall be for the unexpired term.
- (2002) (e) The Committees may meet for the transaction of business, adjourn and otherwise regulate their meeting as they think fit; provided that a majority of members of each committee shall constitute a quorum thereof for transaction of business. Questions arising at any meeting of a committee shall be decided by a majority vote of the members present, and in the case of an equality of votes, the Chair shall have the deciding vote.
- (2002) (f) Members of 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.
- (2002) (g) All committee members shall be subject to removal from their duties as committee member by a majority vote of the Board of Directors.

FINAL PROVISIONS

ARTICLE 31 FINANCIAL YEAR

- (1982) The financial year shall end on the thirty-first (31st) day of March of each year.

ARTICLE 32 AUDITORS

- (1994) The books and financial statements of the Corporation shall be examined each year by the auditor appointed for the purpose at the Annual General 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 General Meeting.

ARTICLE 33 SIGNING OF DOCUMENTS

- (2002) Any contracts or other documents requiring the signature of the Corporation shall be subject to the prior approval of the Board of Directors *or Director General* and subsequently signed by those persons duly authorized to do so.

ARTICLE 34 DISSOLUTION OR LIQUIDATION

(1982) In the event of the dissolution or liquidation of the Corporation, any assets remaining after all debts and obligations have been honoured shall be distributed to one or more recognized charitable organizations.

ARTICLE 35 MODIFICATION OF BY-LAWS

(1982) (a) The Association may adopt new regulations, repeal or amend them.

(2002) (b) Proposed amendments must be received at the official address of the Association at least forty-five (45) days in advance of the Annual General Meeting and for a Special General Meeting in order to be distributed thirty (30) days in advance to members of the Board of Directors and delegates to the Annual General Meeting

(1985) (c) Any proposed amendments adopted by the delegates at any Annual General Meeting or a Special General Meeting of the Association must, in order to go into effect, be approved by the Ministry of Industry Canada.

ARTICLE 36 PARLIAMENTARY AUTHORITY

(2002) 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.