

## **TBN CONSTITUTION**

# **Objectives of the TBN**

To provide non-competitive recreational, educational, and social activities, with a focus on cycling.

BY-LAW No. 1 Part 1 of 3

A by-law relating generally to the transactions and affairs of The Toronto Bicycling Network Inc.

## **INTRODUCTION**

WHEREAS The Toronto Bicycling Network Inc was incorporated as a not-for-profit organization under the laws of the Province of Ontario on the 7th day of March, 1986;

AND WHEREAS the Business Corporations Act of the Province of Ontario provides for the enactment and confirmation of by-laws at a general meeting;

AND WHEREAS this by-law shall replace and supersede any others passed prior to the day of enactment;

AND WHEREAS the by-law herein is necessary for the proper operation of The Toronto Bicycling Network Inc;

BE IT ENACTED as a by-law of The Toronto Bicycling Network Inc as follows:

## **Section One: Interpretation**

### **1.01**

- a. "Corporation" means The Toronto Bicycling Network Inc also known as Toronto Bicycling Network and TBN;
- b. "Board" means the Board of Directors of the Corporation;
- c. "Director" means an elected or appointed member of the Board;
- d. "Executive" means the Executive Committee of the Board;
- e. "Officer" means a member of the Corporation given certain duties. He or she may but need not be a member of the Board;
- f. "Member" means a person who has been granted membership to participate in the year-round activities of the Corporation;
- g. The singular shall include the plural and the plural the singular;
- h. The masculine shall include the feminine and the feminine shall include the masculine;
- i. "President" shall include "Acting President" when an acting president has been appointed to assume the duties of the President;
- j. "Regular channels of communication" shall include the TBN website, electronic or print newsletters that are currently used, and any social media presence which TBN has;

## **Section Two: Head Office**

- 2.01 The Head Office of the corporation shall be located in the Municipality of Metropolitan Toronto in the Province of Ontario, and at such place therein as the Board may from time to time decide by resolution.

## **Section Three: Terms of Membership**

### **Application**

- 3.01 All persons interested in the Corporation who make application and pay membership fees fixed by the Board shall be members in good standing.

### **Member**

- 3.02 A member shall be entitled to hold office and vote at all member's meetings. He or she shall have all other privileges subject to any restrictions which may be passed by the Board.

### **Members Bound by By-Laws**

- 3.03 All members shall, by accepting membership, be deemed to have notice of and to agree to be bound by all rules and regulations made thereto or hereafter to be made by the Corporation or by any duly authorized officers including the Board.

### **Fees**

- 3.04 Annual fees, dues, and assessments which the members shall pay to the Corporation shall from time to time be fixed by the Directors. Members in default of payments shall automatically cease to be members. Members shall be reinstated upon payment of such fees and any associated service charges.

### **Refund of Fees**

- 3.05 On resignation or expulsion, a member shall have no claim on the refund of any part of his or her fees for the current year or past years.

### **Disciplinary Matters**

- 3.06 Should the conduct of any member, either during or outside of the Corporation activities be, in the opinion of the Board, injurious to the character and interests of the Corporation, or should any member persistently refuse to conform to any by-law or rule or regulation of the Corporation, the Board may reprimand, and/or suspend, and/or request such member to resign; and should he or she not resign within fourteen days being contacted by the board at the

address or email address as shown by the books of the Corporation in a letter containing such request, the Board shall be empowered to remove his/her name from the list of members at a meeting of the Board called for the purpose. Notice of such meeting shall be given to the member at least seven days prior to the date of such meeting. Notification of the member's reprimand and/or suspension and/or expulsion shall be forwarded to him/her by mail or by email. Any reinstatement of the member shall be subject to review by the Board upon submission of a new application.

## **Section Four: Meetings of Members**

### **Place of the Annual General Meeting**

- 4.01 The Annual General Meeting of the Corporation shall be held at such place in Metropolitan Toronto on such day each year as the Directors may by resolution determine.

### **Date of the Annual General Meeting**

- 4.02 The Annual General Meeting of the Corporation shall be held in the final quarter of the calendar year, provided that such annual meeting shall not be held later than 60 days after the end of the corporation's fiscal year. Notice of the meeting shall be published in the regular channels of communication at least 14 days in advance. Non-receipt of notice by any members shall not invalidate any resolution passed or any proceedings taken at the Annual General Meeting.

### **Procedure at the Annual General Meeting**

- 4.03 The procedure for business at the Annual General Meeting shall be as determined by the Board but will follow standard accepted practice. The meeting shall be held to receive the reports and statements required by the Corporations Act, which will be read at and laid before the Corporation members at the annual meeting; to elect directors and appoint the auditor for the ensuing year and fix or authorize the directors to fix his/her remuneration (or to waive the requirement for an auditor as provided in sec. 10.2) and for the transaction of such other business as may properly be brought before the meeting.

### **Calling a Special Meeting**

- 4.04 A special meeting of the Corporation may be called by a simple majority of the Board or by requisition signed by at least one tenth of the members of the Corporation. A notice of a special meeting shall contain a summary of

proposed business to be conducted at such meeting and said notice shall be mailed or emailed to members of the Corporation or announced in the regular channels of communication at least 14 days in advance.

### **Place of the Special Meeting**

- 4.05 The special meeting of the Corporation shall be held at such time and such place within Metropolitan Toronto as may be designated by the directors or the persons calling the meeting.

### **Right to Vote**

- 4.06 At each meeting of the Corporation every member who is at the proper time entered in the books of the Corporation as a member in good standing of the Corporation shall be entitled to one vote on each question arising at any Annual General Meeting or special meeting of the members.

### **Quorum**

- 4.07 A quorum for the transaction of business at any meeting of members shall consist of not less than 25 members or one fourth of the members, whichever is the lesser, present in person or by proxy. The President, or in his/her absence one of the other directors, shall take the chair and shall preside at all members' meeting of the Corporation. If the President or his/her designate is not present, the members present shall choose one of their members to be chair of the meeting.

### **Voting Procedure**

- 4.08 For the election of directors and for the conduct of business at the Annual General Meeting or special meetings, voting shall be by show of hands. A simple majority shall decide all motions, whether at the Annual General Meeting or a special meeting.

### **Votes to Govern**

- 4.09 At all meetings of the members every question shall, unless otherwise required by law or the by-laws of the Corporation, be decided by a majority of the votes duly cast on the question. At all meetings of members every question shall be decided by a show of hands, unless a poll is required by the chair or is demanded by any member present in person. After a show of hands has been taken on any question the chair may require, or any member entitled to vote may demand a poll. Whenever a vote by a show of hands has been taken, unless a poll is demanded, a declaration by the chair that a resolution has been carried, carried by a particular majority, or not carried, shall be reflected in the minutes of the Corporation and shall be sufficient evidence of the fact

without proof of the number of the votes recorded in favour or against any resolution or other proceedings in respect of the said question, and the result of the votes so taken shall be the decision of the Corporation at the Annual General Meeting or special meeting, as the case may be, upon such resolution.

## **Polls**

- 4.10 If a poll is required by the chair of the meeting or is demanded by any member and the demand not withdrawn, a poll upon the question shall be taken in such manner as the chair of the meeting may direct. Upon a poll being directed, each member entitled to vote at the meeting shall be entitled to one vote and the result of the poll shall be the decision of the Corporation at the Annual General meeting or special meeting, as the case may be, upon the question.

## **Casting Vote**

- 4.11 In the case of a tie, the chair of the meeting shall be entitled cast the deciding vote.

## **Voting by Proxy**

- 4.12 Notwithstanding the foregoing, any member in good standing may appoint a person as a delegate to represent him or her. Such delegate, on presentation of written authority signed by the member, may be entitled to vote on all issues which may come before that particular meeting. The document of authorization so issued by a member will be valid for only one meeting and such delegate may only vote a single proxy.

## **Adjournment of Meetings**

- 4.13 The chair may adjourn any meeting and no notice of such adjournment need be given to the members, except that when a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be as in the case of an ordinary meeting. Any business may be brought before or dealt with as at the original meeting in accordance with the notice calling such original meeting.

## **Section Five: Board of Directors and Officers**

### **Election of Directors**

- 5.01 The Corporation shall be managed by a Board of Directors of no fewer than 7 and nominee than 13 directors who shall have full power and authority to manage and control the affairs of the Corporation. The directors shall be elected at the Annual General Meeting or a special meeting of the corporation. In addition, pursuant to Section 5.07, a director may be appointed by the Board to hold office until the next Annual General Meeting or special meeting. Each director shall also be an officer of the corporation. At the Annual General Meeting the members shall appoint the office to be held by each director.
- 5.01.1 By way of clarification, for the purposes of Section 5.01, where a Director position is filled by two or more people acting as Co-Directors, the two or more persons shall constitute only one entity for the purposes of quorum and have the power and authority to only one vote.
- 5.01.1 For the purposes of Vote Counting, where two or more Co-Directors are unable to unanimously agree on whether to vote for or against a motion, the vote recorded for that Director position shall be 'abstained'.

### **Officer Positions**

- 5.02 The Board shall include a president, secretary, and treasurer. Other Board members will take responsibility for specific aspects of the club's activity, as agreed by the Board. The Board may appoint such other officers or committee chairs as they deem appropriate who shall hold office until the next Annual General Meeting of the Corporation or until their successors have been appointed.

### **Term of Office of Directors/Officers**

- 5.03 Directors shall be elected yearly to hold office for a term of one year until the next Annual General Meeting of the Corporation or until their successors have been elected or appointed. The President shall be an ex-officio member of all standing committees. All elected and appointed directors shall retire at the end of the term of office at the Annual General Meeting and shall be eligible for re-election if otherwise qualified. The term of office of officers or committee chairs shall expire at each Annual General Meeting but such persons shall be eligible for reappointment if otherwise qualified.

### **Past President**

- 5.04 The position of Past President shall not be an elected position but one that is ex-

officio arising for the period of one year immediately following his or her term as President. This position is held by the individual for only one year and is a voting position.

## **Resignations**

- 5.05 The resignation of a director shall become effective upon its acceptance by the Board or at the expiration of notice in writing signed by the resigning director and sent by registered mail or by email to the President of the Corporation.

## **Absence, Incapacity or Resignation of President**

- 5.06 In the event of the absence, incapacity or resignation of the President, the Board shall elect an acting president from among the remaining directors until the next Annual General Meeting.

## **Vacancies**

- 5.07 Vacancies on the Board, however caused, may be filled by the Board from among qualified members of the Corporation, so long as there is a quorum of directors in office. Such vacancies may be filled by appointments from the membership made by such directors in office. A person appointed by such directors then in office, to fill a vacancy in the board, shall hold office for the balance of the unexpired term of the vacating director.

## **Removal from Office**

- 5.08 Any director of the Board or any officer reporting to the Board may at any time be removed from office by a resolution passed at a special meeting of the members called for that purpose. A vacancy so caused may be filled at such meeting from members nominated at such meeting, and the member so elected shall hold office, subject to the term of office of the director or officer so removed.

## **Disqualification**

- 5.09 At any special meeting, the Board may by resolution declare that any director shall cease to be a director of the Board and his/her office be vacated before the expiration of his/her term:

a. If he or she holds any other office or place yielding profit from Corporation transactions, and/or,

b. If he or she is concerned in or participates in profits of any contract with the Corporation;

provided that no director shall vacate his or her office by reason of he/she being a shareholder or member of any Corporation which has entered into any contract with ordinary work for the Corporation of which he or she is a director, but he/she shall not vote in respect of any such contract or work.

## **Irregularity**

- 5.10 No act or proceeding of any director or officer shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to his or her appointment or qualification.

## **Nominating Committee**

- 5.11 The Board shall appoint a nominating committee to receive nominations and put forward the names of prospective directors from the membership in advance of the Annual General Meeting. Members of the nominating committee shall not be eligible themselves for such positions.

## **Nominations and Elections**

- 5.12 All nominations for the Board of Directors shall be sent to the nominating committee in writing, duly seconded by one other member and with the consent of the nominee. The Secretary shall ensure that all such nominations shall be included in the notice of the Annual General Meeting, or of a special meeting called for such purpose, published in the regular channels of communication. In addition, nominations may be received at the Annual General Meeting by the nominating committee, duly seconded by one other member and with the consent of the nominee, in writing up until the hour fixed for the Annual General Meeting or special meeting called for such purpose. A member duly nominated as director/officer and subsequently defeated may be nominated for one other office at the Annual General Meeting or special meeting.

## **Section Six: Meetings of the Board**

### **Notice of Directors' Meeting**

- 6.01 Reasonable notice of a meeting of the Board shall be given to each director by email at the email address of record, and in default of such notice shall be given by telephone, at least three days in advance, or in writing by letter postmarked at least seven days in advance addressed to each director at the address of record, provided however, that if a certain day or date in each month is affixed by the directors for holding regular meetings no notice of any directors' meeting need be given to any director.

## **Quorum for Meeting**

- 6.02 A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the directors. But this simple majority must include any two of the following three officers: president, secretary, treasurer. Notwithstanding vacancies in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the board remains in office.

## **Order of Business**

- 6.03 The order of business at meetings of the Board shall be determined by the President but is to follow standard accepted practice. The order of business may be altered at any meeting by a majority of the directors present.

## **Voting at Meeting**

- 6.04 Questions arising at any meeting of the Board and its committees shall be decided by a majority of votes of those present. Each director shall be entitled to cast one vote notwithstanding that he or she may hold more than one officer position. In any case of an equality of votes, the chair of the meeting, in addition to his/her original vote, shall have a second deciding vote.

## **Section Seven: Duties of the Directors/Officers**

### **Director Positions**

- 7.01 The elected directors/officers of the Board shall include a president, secretary, and treasurer. Other Board members will take responsibility for specific aspects of the club's activity, as determined by the Board.

### **Signing Officers**

- 7.02 Contracts, documents, or any other instruments in writing requiring the signatures of the Corporation shall be signed by any two of the following signing officers: president, secretary, treasurer. Cheques for the current and investment accounts may be signed by the treasurer or the president alone. Individual directors may sign contracts, documents, and other instruments in writing that pertain to their individual portfolio. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power by resolution to appoint any single officer on behalf of the Corporation to sign specific contracts, documents and/or instruments in writing. Such contracts, documents, or instruments shall have the prior approval of the Board.

## **Meeting Summaries**

- 7.03 The minutes of the latest Board meeting shall be available on the TBN website.

## **Employment**

- 7.04 No director shall be an employee of the Corporation.

## **Variation of Duties**

- 7.05 From time to time the Board may vary or limit the powers or duties of any director or officer.

## **Section Eight: Remuneration**

### **Reimbursement**

- 8.01 Directors shall not be remunerated for their work, and no director shall directly or indirectly receive any profit from his or her position, provided that he/she shall be entitled to a reimbursement for any reasonable expenses incurred in the performance of his/her duties and approved by the Board.

### **Special Remuneration**

- 8.02 The Board or an officer of the Corporation designated by the Board may fix any remuneration for persons employed by the Corporation, but not directors, to carry out such duties as directed and approved by the Board or such officer designated by the Board.

## **BY-LAW No. 1 Part 3 of 3**

## **Section Nine: Non-Liability and Indemnity**

### **Protection of Directors, Officers and Chairmen**

- 9.01 No director, officer or chair of any standing committee of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other director, officer or other member of any committee or sub-committee or employee, or for joining in any receipts or their acts for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the monies from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage, or

misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same are occasioned by his or her own wilful neglect or default.

### **Indemnity of Directors, Officers and Chairmen**

9.02 Every director, officer or chair of any standing committee of the Corporation and his/her 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 that such director or officer sustains or any action, suit or proceeding that is brought, commenced or prosecuted against him or 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; and,

b. all other costs, charges and expenses that he/she sustains or incurs in or in relation to the affairs of the Corporation;

except such costs, charges, or expenses as are occasioned by his/her own wilful neglect, default, or fraud.

### **Release and Indemnity Agreement for Members**

9.03 Each member eighteen years of age and older who has applied and been accepted for membership must have signed the release and indemnity agreement. Each member under eighteen years of age must have the release and indemnity agreement signed by a parent or guardian.

### **Release and Indemnity Agreement for Non-Members**

9.04 Each person eighteen years of age and older attending a cycling or other sporting activity sponsored by the Corporation for which they paid must have signed a release and indemnity agreement. Each person under eighteen years of age must have a release and indemnity agreement signed by a parent or guardian.

### **Non-Liability of Corporation for Personal Property**

9.05 It is a condition of the use of the Corporation's services or privileges that a member's personal property, while in the possession of (by bailment or otherwise) or in the control of the Corporation, is at all times at the member's risk. The Corporation and its servants do not incur any liability at law for the loss or damage to such personal property from any cause whatsoever.

## **Section Ten: Finances**

### **Fiscal Year**

10.01 The fiscal year of the corporation shall begin on October first.

### **Auditor**

10.02 The members shall at each Annual General Meeting appoint an auditor to hold office until the next Annual General Meeting and, if an appointment is not made, the auditor in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. Notice of the appointment of an auditor shall be made in the regular channels of communication. The requirement of an auditor may be waived by a simple majority of members voting at the Annual General Meeting.

### **Publication of Annual Statement**

10.03 The annual financial statement, after presentation to the members at the Annual General Meeting, shall be available on the website and may be published in the regular channels of communication.

### **Availability of Annual Statement**

10.04 Annual financial statements as approved by the Board shall be available for inspection by any member of the Corporation at a time and place mutually agreeable to the member and the Treasurer.

## **Section Eleven: Amendments to the Constitution and By-Laws**

### **Procedure to Amend**

11.01 Amendments or alterations to the By-Laws shall be made pursuant to the provisions of the Corporations Act of the Province of Ontario.

### **Promulgation of By-Laws**

11.02 By-laws for the orderly government of the corporation may be promulgated by the Board, subject to ratification by the membership at next Annual General Meeting or special meeting.

## **Section Twelve: Miscellaneous**

### **Dissolution or Liquidation**

- 12.01 In the event of the dissolution, liquidation or insolvency of the Corporation, any assets remaining after all debts and obligations have been honoured shall be distributed to one or more recognized charitable organizations chosen by the Board.

### **Grants, Donations, gifts**

- 12.02 The Board may accept grants, donations, and gifts in the name of the Corporation and its members. Proper acknowledgement and recording of these grants, donations, and gifts shall be the responsibility of the Treasurer. Grants, donations, and gifts shall not be divided amongst the members of the Corporation.

### **Repeal**

- 12.03 All former by-laws of the Corporation are repealed from and after the coming into force of the By-Law No. 1 without prejudice to any action heretofore taken thereunder.

### **Seal**

- 12.04 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

### **Coming Into Force**

- 12.05 This by-law shall come into force on the day on which it is confirmed by the members of the Corporation.