

~~Cycle Toronto By law No. 1~~ **BY-LAW NO. 12**  
A by-law regarding the transaction of the business and affairs  
of Cycle Toronto  
(the “Corporation”)

BE IT PASSED AND MADE as a by-law of the Corporation as follows:

**DEFINITIONS**

In this by-law and all other by-laws and special resolutions of the Corporation, unless the context requires otherwise:

- “Act” – means the *Corporations Act* (Ontario);
- “Board” – means the board of directors of the Corporation;
- “Cheques” – means all monetary instruments including cash, cheques, drafts or orders for the payment of money, notes and acceptances and bills of exchange;
- “Contract” – means all contracts, documents or instruments in writing;
- “Director” – means a member of the Board;
- “Executive Director” – means managing director of Staff and senior operating Officer;

**“Ineligible Individual”** has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time.<sup>1</sup>

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<sup>1</sup> As of March 13, 2012, section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows: “ineligible individual”, at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect,  
or

(ii) a record suspension has been ordered under the Criminal Records Act and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

- “Letters Patent”** – means the letters patent incorporating the Corporation, as amended or supplemented by supplementary letters patent;
- “Member”** – means any person who pays a “membership fee” as set by the Board;
- “Officer”** – means an officer of the Corporation;

**“Protected Person”** means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who (i) is a Director of the Corporation; (ii) is an Officer of the Corporation; (iii) is a member of a committee of the Corporation; or (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;

- “Staff”** – means all full and part time employees of the Corporation, including all self-employed contractors;
- “Ward Advocacy Group”** – means a group of volunteers of the Corporation that plans and executes advocacy campaigns (with or without Staff support) to address cycling needs within a municipal ward, led by one or more leaders who have been recognized via a signed Cycle Toronto Ward Leader (Captain) letter of understanding; and
- “Working Group”** – means a group of volunteers of the Corporation that plans and executes advocacy campaigns (with or without Staff support) to address specific cycling needs that transcend ward boundaries, led by one or more leaders who have been recognized via a signed Cycle Toronto Working Leader letter of understanding.

~~Current March 30, 2017.~~

and singular words will include the plural and words with one gender will include the other gender. References to any by-law or any special resolution of the Corporation or to any statute or any section in a statute include any amendments or replacement of such by-law, special resolution, statute or section.

## **BUSINESS OF THE CORPORATION**

1. Head office. Until changed in accordance with the Act, the head office of the Corporation will be in the City of Toronto.
2. Execution of Cheques and Contracts. A Director who is also an Officer can only sign as a Director and not as an Officer.
  - (a) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any Director or Officer or by any person authorized by the Board.
  - (b) Signing authority for Cheques will be assigned to at least three people consisting of two Directors (one who is also an Officer) and one other person (generally the Executive Director), with 2 of the 3 signatures required to validate each Cheque.
  - (c) Any expenditure exceeding \$500 that involves changes in the approved budget must receive prior approval from the Board.
3. Banking arrangements. The banking business of the Corporation will be conducted with banks, trust companies or other firms or corporations as the Board may designate by resolution.
4. Fiscal year. The fiscal year of the Corporation will end on December 31st of each year or on any other date the Board designates by resolution.
5. Agents and attorneys. The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada and to give such agents or attorneys certain powers, including the power to sub-delegate their powers to others.
6. External Auditors.
  - (a) The Members will at each annual meeting of Members appoint, or reconfirm, an auditor to audit the accounts of the Corporation. The Board will fix the remuneration of the auditors. They will hold this position until the next meeting of Members with these exceptions:
    - (i) The Members may remove any auditor before the expiration of the auditor's term of office, and shall by a majority of the votes cast at that meeting, appoint another auditor in the auditor's stead for the remainder of the term.

The Board may fill any casual vacancy in the office of the auditor.

## **MEMBERS**

7. Membership. There will be one class of Members, which will consist of persons who have paid for a Cycle Toronto membership. The amount of membership dues shall be determined by the Board from time to time and may vary depending on the type of applicant which may include students, seniors, corporations, or such other categories as determined by the Board from time to time.

8. Votes. Each Member is entitled to receive notice of, attend and vote at all meetings of Members and to one vote per matter. The majority of the votes of the Members at any meeting of the Members that is duly called will govern, except where approval by 2/3 of the Members is required pursuant to the Act.
9. Expiry of Membership. The interest of a Member in the Corporation is not transferable and expires on the earlier of:
  - (a) the Member not paying his or her annual membership fee before the annual meeting of Members, unless the fee was waived by the Board;
  - (b) the Member having delivered a written resignation to the Secretary;
  - (c) the death of the Member; or
  - (d) 2/3 of the Board having passed a resolution in favour of canceling the Member's membership on the basis that the Member does not support the mission, vision and guiding principles of the Corporation or seeks to interfere with the ability of the Corporation to function effectively.

Upon the expiry or cancellation of a Member's membership, the Secretary will remove the name of the Member from the register of Members.

10. Resignation. The resignation of any Member who resigns in writing will be effective as of the date of the resignation. The Member will remain liable for payment of any amount, including the membership fee, owed by the Member to the Corporation prior to the Member's resignation.
11. Re-application. Any Member whose membership has expired or been cancelled may re-apply for membership, provided that the Board may refuse to approve the application if the person's membership was cancelled pursuant to Section 9(d) of the by-laws.
12. Disputes. Disputes regarding membership are to be resolved in accordance with dispute resolution guidelines as updated by the Board from time to time and posted on the Cycle Toronto website.

Ward Advocacy Groups and Working Groups. Ward Advocacy Groups and Working Groups are accountable to the Board via the Advocacy Committee. Recognized leaders of Ward Advocacy Groups and Working Groups are entitled to attend periodic joint Advocacy Committee–Ward Leader meetings for the purposes of volunteer training and alignment of advocacy campaigns. Leaders of these Groups will have the opportunity to nominate candidates from among their numbers for membership on the Advocacy

Committee when vacancies arise from time to time. The Advocacy Committee will give due consideration to these nominations when recruiting new members.

## **DIRECTORS**

13. Board. The affairs of the Corporation will be managed by a Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation other than those powers and acts which are required to be done by the Corporation at a

meeting of Members.

14. Nominations and form of election. A nomination committee (the “Nomination Committee”) will be appointed by the Board by resolution prior to each annual meeting of Members. The Nomination Committee is responsible for making sure that the Board composition requirements are met and must consider these and other guidelines established by the Board when seeking nominations and when reviewing each nomination form they receive. The Nomination Committee will nominate at least one person for each Director’s position to be filled at the next annual meeting of Members and circulate the slate of nominees to the Members with the notice of the annual meeting of Members. The elections will proceed by vote, and each Member will be entitled to one vote per vacant seat on the Board and the voting will be completed by ballot.
15. Number of Directors. Until changed in accordance with the Act, the number of Directors will be no less than 9 and no more than ~~15, not including the Executive Director who shall sit as an ex-officio Director without a vote and without affecting quorum.~~ 15.
16. Election of Directors and term of office. The Directors’ term of office (subject to the provisions, if any, of the Letters Patent) will start on the day they are elected or appointed and will be no longer than 3 consecutive years (until the annual meeting of Members held in the third year). The Directors will be elected and retired in staggered rotation. A Director may serve a maximum of 6 years.
17. Qualification of Directors & Board composition requirements. To be eligible to be elected as a Director, a person must (i) be at least 18 years of age, (ii) not have a bankruptcy that is undischarged ~~and (iii) be a Member,~~ (iii) be a Member, (iv) not be a person who has been declared incapable by any court in Canada or elsewhere, and (v) not be an Ineligible Individual who has made disclosure to the Board as required by section 19 unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made. The Nomination Committee will strive to recruit nominees and compose the Board with (a) whatever experience and skills the Board determines is required, (b) an equal number of men and women and (c) representation from each of the six former cities/boroughs of Toronto (Toronto, North York, Scarborough, East York, York, Etobicoke). Persons wishing to run for a position on the Board must submit to the Nomination Committee a nomination form signed by at least 1 Member in good standing. The Nomination Committee may, with the assistance of the Board and employees of the Corporation, verify the statements made on nomination forms.
18. Duty to Disclose. Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer. If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 18 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 20.

~~19.~~ Quorum and vacancies. Quorum for Board meetings will be at least half of the Board. If there is one or more vacancy on the Board, the remaining Directors may act as long as quorum is met and may fill any vacant seats until the next meeting of the Members. Any vacant seat must be filled in accordance with the Board composition requirements set out above. Any vacant seat that is not filled by the Board will be filled at the next meeting of Members. A person who is appointed or elected to fill a seat that

became vacant prior to

expiry of the term for that particular seat will fill the vacant seat until the end of the term for that particular seat.

19. ~~20.~~ Vacation of office. The office of a Director of the Corporation will be vacated if the Director:

- (a) becomes bankrupt, declares or is declared insolvent or otherwise stops making payments to his or her creditors or makes an authorized assignment of debt;
- (b) is found to be mentally incompetent or becomes of unsound mind;
- (c) resigns by notice in writing to the Secretary of the Corporation;
- (d) stops being a Member of the Corporation; or
- (e) fails to attend 3 regularly scheduled Board meetings in one fiscal year without just cause, due to illness, family emergency, or a Board-approved leave of absence.

20. ~~21.~~ Removal of Directors. The Members of the Corporation may, by resolution passed by at least ~~2/3~~ a majority of the votes cast at a meeting of Members called for that reason, remove any Director before the end of the Director's term of office, and may, by majority vote at that meeting, elect another person to replace that Director for the remainder of that Director's term as long as the Board composition requirements set out above continue to be met.

21. ~~22.~~ Remuneration of Directors. The Directors of the Corporation will not be paid and no Director will directly or indirectly receive any profit from their position as Director. However, Directors may be paid reasonable expenses that are incurred in connection with their duties as a Director.

22. ~~23.~~ Validity of actions. No act or proceeding of any Director or Board will be deemed invalid or ineffective by reason of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.

23. ~~24.~~ Directors' reliance. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and will not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

24. ~~25.~~ Board Responsibilities. Directors are responsible for the administration of the affairs of the Corporation in all things, including responsibility over the following:

- Approve and monitor the organization's mission and vision
- Evaluate and set direction
- Evaluate and set policy
- Plan and allocate funds through the budget process
- Organize and make sure the organization is properly staffed
- Motivate and direct the organization

Monitor and maintain direction

- Hire the Executive Director
- Annually evaluate the performance of the Executive Director
- Maintain proprietary information
- Attend regular meetings, and the annual meeting of Members
- The By-Law(s) of the Corporation
- Financial oversight in compliance with applicable legislation

## MEETING OF DIRECTORS

25. ~~26.~~ Place of meeting. Meetings of the Board may be held either at the head office of the Corporation or at any place within or outside of Ontario, and Directors may participate in a meeting of the Board by telephone or other method of communication that permit all persons participating in the meeting to hear each other.

26. ~~27.~~ Notice of meeting. Meetings of the Board will be held at the call of the Board or the President or any two Directors. Notice of any meeting of the Board will be delivered or sent via email or otherwise communicated to each Director not less than 10 days 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 if those absent waive notice or otherwise signify their consent to the Secretary to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice of a meeting may be waived by any Director. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such meetings no notice need be sent. No notice will be provided for the first meeting of the Board to be held immediately following the election of Directors at an annual meeting of Members. A notice of a meeting does not need to be provided to a person who is appointed Director at a meeting of the Board.

27. Those entitled to be present. The Executive Director shall have the right to receive notice of, to attend and to speak at meeting of the Board, but not to vote.

28. ~~28.~~ Chairperson. The President, and in the President's absence, the Vice-President, will be the Chairperson at a meeting of the Board; in the absence of the President and the Vice- President, the Directors present will choose one of their number to be Chairperson.

29. ~~29.~~ Voting. Questions at any meeting of the Board will be decided by a majority of votes. In case of an equality of votes, the question shall lose. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or lost will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

30. ~~30.~~ Interest of Directors in Contracts. Subject to the provisions of the Act, no Director will be disqualified as a Director due to his or her having a Contract or arrangement or proposed Contract or arrangement with the Corporation. The Director, however, will not participate in any decision regarding such Contract or arrangement.

~~31.~~ Declaration of interest. It will be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a Contract or arrangement or proposed Contract or arrangement with the Corporation to declare such interest to the Board as soon

as the Director becomes aware of the interest and no later than at the time required by the Act, and provide as much detail as required by the Act.

31. ~~32.~~ Committees. The Board may by resolution create one or more committees which may, but are not required to, include some or all of the Directors or some regular Members who are not Directors. All committees may be given written guidelines, rules or policies by the Board or instructed to establish a particular set of guidelines, rules or policies. Directors will not be paid for their work on committees, but may be paid out-of-pocket expenses incurred by them as a result of their duties as a member of a committee.

## PROTECTION FOR DIRECTORS AND OFFICERS

32. Insurance. The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

- (a) property and public liability insurance;
- (b) Directors' and Officers' insurance; and
- (c) may include such other insurance as the Board sees fit.

The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

33. Liability Exclusion. Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of

fiduciary or other duty or failure to render aid of any sort.

34. Pre-Indemnity Considerations. Before giving approval to the indemnities provided in section 39 and if the Board has determined to purchase insurance, the Board shall confirm that it has considered:

~~33. Protection of Directors and Officers. The Directors of the Corporation are not responsible for any Contract, act or transaction made or entered by or on behalf of the Corporation, except those authorized or approved by the Board. If any Director or Officer of the Corporation is employed by or will perform services for the Corporation other than as a Director or Officer of the Corporation or is an employee, member, officer or director of an agency, business or organization which is employed by or performs services for the Corporation, the fact that such person is a Director or Officer of the Corporation will not disentitle such person or such agency, business or organization, as applicable, from being paid for such services.~~

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and
- (c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

35. 34. Indemnity. Every Director or Officer of the Corporation, a former Director or Officer of the Corporation and the heirs, estate, executors, administrators and legal representatives of any such person will and at all times, Indemnification of Directors, Officers and Others. Every Protected Person shall be indemnified and saved harmless out of the funds of the Corporation, from and against:~~(a) —~~, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses whatsoever sustained or incurred in or about which such protected person sustains or incurs:

- (a) in or in relation to any demand, action, suit or proceeding that which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or about in relation to the execution by them of their duties as Director or Officer or other responsibilities, respectively, for the Corporation; and of the duties of such office or in respect of any such liability; or
- (b) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- (a) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
- ~~(b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses due,~~

~~directly or indirectly, to such person's own willful act, neglect or default.~~ provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

Nothing in this section shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this section.

36. Discontinuing Insurance. Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

### MEETINGS OF MEMBERS

37. ~~35.~~ Annual meetings. The annual meeting of Members will be held at any place within Ontario on a day and time the Directors determine by resolution, usually within 3 months of the end of the fiscal year. Annual meetings of Members will include a report of the Directors for the previous year of the affairs of the Corporation, a financial statement of the Corporation, the auditors' report and such other information or reports relating to the Corporation as the Directors may determine.

~~36.~~ Meeting of Members.

Other meetings of the Members may be called by:

- (a) a majority of the Board;
- (b) by petition to the Board of 10% of Members; or
- (c) a majority vote at a meeting of Members called in accordance with Section 36(a) or 36(b).

to be held at any date and time and at any place within Toronto.

38. ~~37.~~ Notice. Written notice of the day, hour and location of a meeting of the Members and the general nature of the business to be conducted at the meeting will be sent by email to each Member entitled to notice of the meeting and to the auditor of the Corporation, and also posted on the Cycle Toronto website, at least 10 days before the date of the meeting. Notices to Members will be sent to the last email address on record in the books of the Corporation for the Member 15 days before the date of the meeting. A meeting of Members may be held for any purpose at any date and time and at any place within Ontario without notice if all of the Members entitled to vote at the meeting are present at the meeting in person or by proxy or otherwise consent to the meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice of the meeting may be waived by any Member or by the auditor of the Corporation.

39. ~~38.~~ By-law Amendments.

- (a) Except as otherwise provided in these by-laws, these by-laws can only be amended

with a majority (motion or ballot) vote at a properly constituted meeting of Members.

- (b) Any Member may make a proposal, including an amendment to the by-laws, to be considered at the annual meeting of Members.
- (c) No business may be transacted at an annual meeting of Members, other than business that is either (i) specified in the Corporation's notice of meeting (or any supplement thereto), (ii) properly brought before the annual meeting of Members by or at the direction of the Board, or (iii) properly brought before the annual meeting of Members by a Member of the Corporation in compliance with the procedures in this Section 38.
- (d) The Board may, at its sole discretion, waive non-compliance with this section to permit a non-complying Member proposal to be included in the business of the annual meeting of Members.
- (e) For business to be properly brought before an annual meeting of Members by a Member, that Member must submit a written proposal to the Board via [directors@cycleto.ca](mailto:directors@cycleto.ca) for inclusion in the Corporation's notice of meeting.

A written proposal by a Member must be received by the Board not later than 11:59 pm on February 15 of the calendar year in which the annual meeting of Members will be held and the notice of meeting shall not be distributed before this time.

- (f) A written proposal must include:
  - (i) a brief, written rationale of not more than 250 words, outlining why the proposal ought to be considered (if the Member is making multiple, individual by-law amendments, the Member may draft a rationale for each);
  - (ii) if amending or adding a by-law, the text of the existing by-law (if applicable) and the text of the proposed by-law; and,
  - (iii) the name of the proposing Member in good standing and at least one piece of contact information (email, telephone, and/or mailing address) so that the person may answer inquiries about his or her proposal and so the Board may confirm receipt of the Member proposal.
- (g) The Member proposal made in compliance with this Section 38 shall be circulated in the notice of meeting, for the following annual meeting of Members.
- (h) Within the notice of meeting the Board may include a brief written position of not more than 250 words, in respect of each Member proposal.
- (i) In accordance with the Act, the Board may pass by-laws to regulate the business of the Corporation at any time.
- (j) In accordance with the Act, a by-law passed under the previous subsection only has effect until the next annual meeting of Members, after which time it ceases to have effect unless confirmed by the general meeting of the Members.

40. ~~39.~~ Omission of Notice. The accidental failure to give notice of any meeting or the non-

receipt of any notice by any Member or by the auditor of the Corporation will not invalidate any resolution passed or any proceedings taken at any meeting of Members.

~~40.~~ Chairperson. The President, and in the Chairperson's absence, the Vice-President, will be the Chairperson of the meeting. In the absence of the President and the Vice-President, the Members present at any meeting of Members will choose another Director as Chairperson and if no Director is present or if all the Directors present refuse to act as Chairperson the Members present will choose a Member to be the Chairperson. The Board may adopt such rules and regulations for the conduct of the meeting of the Members as it shall deem appropriate. Except to the extent inconsistent with these by-laws or such rules and regulations as adopted by the Board, the Chairperson of any meeting of the Members shall have the right and authority to convene and to move to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such Chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the Chairperson, may include, but without limitation: (a) establishing and enforcing an agenda, (b) rules for maintaining order and the safety of those present, (c) limitations on the participation of non-Members, (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants.

41. ~~41.~~ Voting. 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 will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

42. ~~42.~~ Polls. If at any meeting a poll is demanded on the election of a Chairperson or on the question of adjournment, it will be taken at that meeting. If a poll is demanded on any other question, the Chairperson may take the poll in any manner chosen by the Chairperson or choose to adjourn the meeting and conduct the poll at another time in the manner chosen by the Chairperson. The result of a poll will be deemed to have been reached at the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

43. ~~43.~~ Persons entitled to be present. The only persons entitled to attend a meeting of Members will be Members, the auditors of the Corporation, the Board and others who are entitled or required under any provision of the Act or the Letters Patent to be present at the meeting. Any other person may attend only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

44. ~~44.~~ Proxies. A Member can appoint a proxy to represent him or her at a meeting. To appoint a proxy, a Member must complete a proxy form in writing and provide the proxy form to the Secretary at least 2 days before the meeting. The proxy will have the same voting rights as the Member that he or she is replacing and does not have to be a Member.

45. ~~45.~~ Adjournments. The Chairperson may with the consent of any meeting adjourn the meeting and no notice of the adjournment will need to be given to the Members. The business that was to have been dealt with at a meeting that was adjourned may be dealt with at the next meeting without any notice to the Members being necessary.

46. ~~46.~~ Quorum. If the Corporation has fewer than 20 Members, then 1/2 of the Members will constitute quorum. If the Corporation has 20 or more Members, then quorum will be 15 persons.

47. ~~47.~~ By-Laws.

- (a) These by-laws shall be ratified by vote, including any proposed by-law amendments, at each meeting of the Members, unless there are no changes in or no proposed amendments to these by-laws.
- (b) These by-laws of the Corporation shall be published as final by the Board and made available to Members by not less than 30 (thirty) days following the ~~meeting of Members~~by-law coming into force.
- (c) These by-laws, and each page herein, shall include a stamp with the effective date and document name.

The sitting Officers of the Corporation shall sign these by-laws after ratification each year.

### OFFICERS

48. ~~48.~~ Officers. The Board will, annually or as often as may be required, appoint a President from among the Directors and appoint a Secretary, a Treasurer, an Executive Director, and may appoint a Vice-President, one or more Assistant Secretaries or Assistant Treasurers or other Officers as necessary, not exceeding 9. The offices of Secretary and Treasurer may, in the discretion of the Directors, be held by the same person who may but need not be known as the Secretary-Treasurer. The description of the role and responsibilities of the Officers will be set out in a resolution of the Board and may be changed by resolution of the Board.

49. ~~49.~~ Remuneration and removal of Officers. The Directors may fix the remuneration (if any) to be paid to Officers of the Corporation who are not Directors. All unpaid Officers will be subject to removal from their officerships by resolution of the Board at any time with or without cause.

50. ~~50.~~ Delegation of duties of Officers. If an Officer is unable to act for any reason, then the Board may delegate all or any of the powers of that Officer to any other Officer or to any Director for as long as required.

51. ~~51.~~ Officers' Responsibilities.

President:

- Provides leadership to the Board.
- Makes sure the Board adheres to its by-laws.
- Encourages Directors to participate in meetings and activities.
- May function as one of the signing Officers for Cheques and other documents (e.g. funding proposals, audited financial statements).
- Keeps the Board's activities focused on the organization's mission.
- Evaluates the effectiveness of the Board's decision-making process.
- Presents a report of the Corporation's general activities in the preceding year at the annual meeting of Members.

- Signs official documents of the organization as required.
- Convenes regularly scheduled Board meetings

Treasurer:

- May function as one of the signing officers for Cheques and other documents (e.g. funding proposals, audited financial statements).
- Presents financial reports at the annual meeting of Members.
- Provides financial updates at each Board meeting.
- Makes sure all necessary financial reports are filed.

Provides financial recommendations to the Board.

- Assists in the preparation of the annual budget
- Ensures that an auditor's report is prepared for the annual meeting of Members.
- Signs official documents of the organization as required.

Secretary:

- Keeps copies of the organization's by-laws and the Board's policy statements.
- Signs official documents of the organization as required.
- Makes sure Members are notified of the annual meeting of Members.
- Keeps records and committee minutes.
- Distributes copies of meeting minutes and agendas to each Director.
- Makes sure all necessary Corporation documents are filed.
- May function as one of the signing officers for Cheques and other documents (e.g. funding proposals, audited financial statements).
- Publish quarterly reports in the Ring-and-Post regarding Board meetings and committees

## NOTICES

52. ~~52.~~ Computation of Time. In calculating the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date on which notice is given, mailed or otherwise communicated will not be counted and the date of the meeting or other event will be counted.

53. ~~53.~~ Proof of Service. A certificate of the President, the Secretary or of any other Officer of the Corporation regarding the delivery of any notice to any Member, Director, Officer or auditor or publication of any notice will be conclusive evidence of the delivery of the notice and will be binding on every Member, Director, Officer and auditor of the Corporation.

## GUIDELINES AND POLICIES

54. ~~54.~~ Guidelines, Rules or Policies. Any guidelines, rules or policies prepared by a



~~after payment of its liabilities will be distributed to one or more non-profit organizations at the discretion of the Board.~~

~~MADE as of May 15, 2008.~~

~~(Karey Iron) Meredith James (Original)~~

~~Current~~

~~President~~

~~(Anthony Humphreys) Jake Schabas~~

~~(Original) Current~~

~~Vice-President~~

~~(Lucy Perri) Chantelle Campbell-Sholzberg (Original)~~

~~Current~~

~~Secretary~~

~~(Raj Bharati) Damion Ketchum (Original)~~

~~Current~~

~~Treasurer~~

AMENDED at the AGM of March 26, 2019

- Section 16: Removing ex officio Director
- Section 18: Updating Director qualification section to reflect charity rules
- Section 19: Updating disclosure requirements to reflect charity rules
- Section 22: Directors may be removed by majority as opposed to 2/3rds consistent with the Ontario Corporations Act
- Section 29: Adding section regarding Executive Director entitled to be present and receive notice of Board meetings
- Sections 35-39: Update sections regarding protection for directors and officers
- Sections 60-63: Update sections regarding By-Law effective date and repeal of prior By-Laws

AMENDED at the AGM of March 30, 2017

- Section 32: amendment to permit participation of non-director members on Board subcommittees, and to permit payment of nominal consideration to those non-directors in exchange for confidentiality covenants

AMENDED at the AGM of March 22, 2016

- General: formatting and typographical changes throughout
- Section 2: capacity of directors and officers to contract clarified
- Section 32: deleted of reference to committee types in by-laws
- Section 34: updates to Indemnity clause

AMENDED at the AGM of March 24, 2015

- Definitions and Section 14: Ward Groups and Working Groups added to by-laws
- Section 13.1: Dispute mechanism updated
- Section 33: addition of committee types and names
- Section 39.1: member proposal procedure added
- Section 41: addition of powers of the Chairperson

AMENDED at the AGM of March 26, 2014

- Definitions: addition of “Executive Director”
- Section 26: addition of two bullets “The By-Law(s) of the Corporation” and “Financial oversight in compliance with applicable legislation”
- Section 53: addition of one bullet under Secretary “Publish quarterly reports in the Ring-and-Post regarding Board meetings and committees”
- Repealed with replacements: sections 7 (7.1), 13 (13.1), 37 (37.1), 39 (39.1), 48 (48.1)

AMENDED at the AGM of 2013 (No amendments)

AMENDED at the AGM of 2012

- Organization’s name changed from “Toronto Cyclists’ Union” to “Cycle Toronto”

AMENDED at the AGM on 18 June 2009:

- Section 17: Number of Directors amended from a minimum of 6 to a minimum of 9
- Section 17: Number of Directors amended from a maximum of 9 to a maximum of 15

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Description	#37239696v2<Legal> - Draft Amending and Restated By-Law No. 2 - Cycle Toronto
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Split/Merged cell	
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