

BY-LAW NUMBER 1
A by-law relating generally to
the conduct of the affairs of

Energy Cycling Club Inc.

WHEREAS the Corporation was incorporated by Letters Patent issued by the Director of the Ontario Ministry of Government Services on the 9th day of June, 2016 for the following objects:

The establishment and operation of a cycling club for the purpose of:

- (a) promoting the sport of cycling;
- (a) arranging competitions and establishing and granting prizes, awards and distinctions;
- (b) fostering goodwill and sportsmanship.

and such complementary purposes not inconsistent with these object.

BE IT ENACTED as a by-law of **ENERGY CYCLING CLUB INC.** (the "Corporation") as follows:

1.00 INTERPRETATION

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

- (a) the singular includes the plural;
- (b) the masculine gender includes the feminine;
- (c) "Board" means the board of Directors of the Corporation to be incorporated;
- (d) "Corporation" or "Club" means Energy Cycling Club Inc. to be incorporated;
- (e) "Corporations Act" means the Corporations Act, R.S.O. 1990, c C.38, and any statute amending or enacted in substitution therefor, from time to time;

- (f) "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (g) "Executive Officers" means the persons who hold the offices enumerated in section 5.01;

1.02 All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

1.03 Upon the issuance of Letters Patent by the Lieutenant Governor of Ontario this by-law shall be automatically adopted and be deemed to be By-Law No. 1 of the Corporation so formed, in full force and effect on the same date of issuance of the Letters Patent without further formality or act.

2.00 **HEAD OFFICE**

The head office of the Corporation shall be at 89 Meadowvale Drive, St., in the City of St. Catharines in the Province of Ontario.

3.00 **SEAL**

The seal which is impressed hereon shall be the corporate seal of the Corporation.

4.00 **BOARD**

4.01 **Board.** The affairs of the Corporation shall be managed by a Board composed of no less than six (6) elected Directors.

4.02 **Election of Directors.** Directors, subject to the provisions of section 4.03, shall be elected in the manner set out in Article 6.00, each of whom, subject to the provisions of the Letters Patent and any Supplementary Letters Patent, shall hold office until the next annual meeting after election to office and until his successor has been elected and qualified.

4.03 **Qualifications.** Each Director shall:

- (a) be at the date of, or become within ten (10) days after, his/her election, and thereafter remain throughout his/her term, a member of the Corporation who is qualified by the terms of section 8.00 to hold office;
- (a) be at least eighteen (18) years of age; and

- (b) not be an undischarged bankrupt nor a mentally incompetent person.

4.04 **Vacancies.**

The office of a director shall automatically be vacated:

- (a) if the Director becomes bankrupt;
- (b) if the Director is found to be incapable of managing property;
- (c) if the director misses 50% of the scheduled Director's meetings per year, unless the Director has submitted a written explanation and the Directors determine by resolution otherwise;
- (d) if a Director delivers written notice of resignation to the Corporation;
- (e) if at a Special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the Director before the expiration of the Director's term of office;
- (f) if the Director dies; or
- (g) if the Director ceases to be a member of the Corporation.

4.05 **Filling Vacancies**

A vacancy occurring in the Board shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with section 4.04(e) above, it may be filled upon the vote of a majority of the members, failing which it may be filled by the directors then in office (so long as there is a quorum), and any Director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) any other vacancy in the Board may be filled by the Directors then in office (so long as there is a quorum) for a term continuing only until the next annual meeting of members, provided that if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any member.

4.06 **Removal of Directors.** The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his term.

4.07 **Quorum.** A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than one-half (1/2) of the number of members of Board.

4.08 **Meetings.** Meetings of the Board and of the Executive Committee (if any) may be held at any place within Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the President, the President- Elect, the Vice-President or the Secretary or any two (2) Directors.

4.09 **Notice.** Subject to the provisions of section 4.10, notice of Board meetings shall be delivered, mailed or telephoned to each Director not less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.10 **Regular Meetings.** The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business.

4.11 **Voting.** Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairman, in addition to his/her original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any Director. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.12 **Remuneration of Directors.** The Directors of the Corporation shall serve without remuneration.

4.13 **Indemnities to Directors.** Every Director and Officer 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 which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/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 which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own willful neglect or default.

4.14 **Protection of Directors and Officers.** No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

4.15 **Responsibility for Acts.** The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

4.16 **Others Present.** Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by his/her delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote thereat.

5.00 **OFFICERS**

5.01 **Executive Officers.** There shall be a President, Vice- President, Secretary and Treasurer elected by the Board from among their number and such other Officers of the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the office of President.

5.02 **President.** The President shall, when present, preside at all meetings of the Board, the Executive Committee (if any) and members. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring his/her signature and have the other powers and duties from time to time prescribed by the Board or incident to his/her office.

5.03 **President-Elect.** During the President's absence or inability to act, his/her duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the President's absence or inability to act shall be presumed with respect thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his/her office.

5.04 **Vice-President.** Subject to section 5.03, during the absence or inability to act of the President, his/her or their duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties

from time to time prescribed by the Board or Executive Committee (if any) or incident to his/her office.

5.05 **Secretary.** The Secretary shall be ex officio clerk of the Board of Executive Committee (if any) and shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. He/She shall give all notices required to be given to members and to Directors. He/She shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his/her office.

5.06 **Treasurer.** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee (if any). He/She shall disburse the funds of the Corporation under the direction of the Board or Executive Committee (if any), taking proper vouchers therefor and shall render to the Board or Executive Committee (if any), whenever required of him/her, an account of all him/her transactions as Treasurer and of the financial position of the Corporation. He/She shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to him/her office.

5.07 **Other Officers.** The Board may appoint other Officers, including without limitation, Honourary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all Officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such Officer or agent of the Corporation. The duties of all other Officers of the Corporation appointed by the Board or Executive Committee (if any) shall be such as the terms of their engagement call for or the Board or Executive Committee (if any) prescribes.

6.00 **ELECTION OF BOARD**

6.01 **Members.** Subject to the provisions of the Corporations Act, Directors shall be elected by and from among members entitled to vote.

6.02 **Re-Election.** A director, if otherwise qualified, is eligible for election.

6.03 **Elections.** The election of Directors shall take place at each annual meeting of members and all directors in office at the time when any such meeting is held shall be deemed to have retired as of the commencement of the meeting, but if qualified, shall be eligible for re-election. The number of Directors to be elected at any such meeting shall be the number of directors as specified in Letters Patent.

6.04 **Nominations.** Candidates for the office of Director shall include:

- (a) the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee; and
- (b) the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of Directors is held.

6.05 **Election Method.** Where:

- (a) the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and
- (b) the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.06 **Forms.** The Board may prescribe the form of nomination paper and the form of a ballot.

7.00 **EXECUTIVE COMMITTEE**

7.01 **Constitution.** The Board, whenever it consists of more than four (4), may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three (3), as the Board may by resolution determine; preferably though not necessarily the Executive Committee shall be composed of the Executive Officers. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he/she shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

7.02 **Powers.** During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board.

7.03 **Procedures.** Subject to sections 7.04, 7.05 and 7.06 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

7.04 **Quorum.** No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

7.05 **Place of Business.** Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside Ontario as specified in the notice calling the meeting.

7.06 **Other Directors Present.** Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which he/she is present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee and his/her presence shall not be included for the purpose of calculating a quorum.

8.00 **MEMBERSHIP**

8.01 Membership in the Corporation shall consist of the applicants for the incorporation of the Corporation and such other individuals as are admitted as members by the Board.

8.02 **Classes.** Membership in the Club shall consist of the following classes:

- (a) **Annual Members.** An Annual Member is a person who has paid membership dues and is a member in good standing. The number of Annual Members shall from time to time be determined by the Board of Directors.
- (b) **Seasonal Members.** Any person who does not want to be admitted as an Annual Member and for the period of membership to which an Annual Member is entitled, may be proposed, as hereinafter set out, as a Seasonal Member for the duration of three (3) months but shall have no voice in the business and affairs of the Corporation; shall not be entitled to notice of or to attend any meetings of the Corporation; and shall be ineligible for the election to the Board of Directors of the Corporation or to the appointment of any office thereof;
- (c) **Honourary Members.** Any person who has distinguished himself or herself by rank, position or achievement and who otherwise would be eligible to be a member of the Corporation may be elected as a Honourary Member of the Corporation for such period of time as the said Board may decide. Such member shall have all the privileges of an Annual Member, except the right of holding office, voting or taking part in the transaction of any business of the Corporation, but shall be exempt from the payment of the usual membership fees;
- (d) **Youth Members.** Any person under the age of eighteen (18) years may be admitted as a Youth Member. Such member shall have all the privileges of an Annual Member, except the right of holding office, voting or taking part in the transaction of any business of the Corporation.

- (e) **Voting and Holding Office.** Annual Members may only be entitled to vote or to hold office in the Club;

8.03 **Election of Members.** Each candidate for admission as an Annual and/or Seasonal Member shall:

- (f) be at least eighteen (18) years of age;
- (g) shall complete in full detail the application for membership form of the Corporation as the said forms from time to time designated and specified by the Board of Directors of the Club;
- (h) be proposed by a person who is an Annual Member of good standing;
- (i) have his/her application filed with the Secretary of the Board of Directors duly signed by the applicant and his/her proposer and seconder.

The Secretary of the Corporation shall refer the application for membership to the Board of Directors or to any Membership Committee for acceptance or rejection.

8.04 **ELIGIBILITY TO REAPPLY** No candidate who shall have been rejected by the Board of Directors or the Membership Committee shall be eligible to be proposed again with twelve (12) months and no candidate who has been twice rejected shall be eligible to apply again.

8.05 **Notice of Fees.** On the election of any candidate, the Secretary shall notify him/her of him/her election and the amount of fees payable and that the Club privileges shall date from payment thereof and that he or she will not be entitled to the privileges of the Club until the fees are paid;

8.06 **Rules and Regulations.** The Secretary shall also forward a copy of the within by-laws and the rules and regulations of the Club at the time of notifying said member of his/her election.

8.07 **Holding Office.** No person who is not an Annual Member shall be qualified to hold office in the Corporation as a Director.

8.08 **Transfer of Membership.** Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the Corporation, if at all, a membership in the Corporation is not transferable.

8.09 **Revocation of Membership.** Any member may be expelled from the Corporation by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

8.10 **Termination of Membership.** A membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if the person, in writing, resigns as a member of the Corporation;
- (b) if the member dies;
- (c) if a person is expelled from the Corporation pursuant to Section 8.09; or
- (d) if an assessment under the authority of section 8.11 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the member, or
- (e) if a member contravenes on the Rules and Regulations of the Corporation.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 8.11 prior to termination of his membership.

8.11 **Membership Dues.** Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by:

- (a) three-quarters (3/4) of the members of the Board; and
- (b) two-thirds (2/3) of the votes of members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

Notice of an assessment shall be mailed to each member.

Provided, however, that no assessments may be levied against any Honourary Member.

8.12 **Liability of Members.** Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

8.13 **Annual Meeting.** The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- (a) hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- (b) electing such Directors as are to be elected at such annual meeting;
- (c) appointing the auditor and fixing or authorizing the Board to fix his/her remuneration; and
- (d) the transaction of any other business properly brought before the meeting.

8.14 **General Meeting.** The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

8.14 **Notice of Meetings.** Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee shown on the Corporation's records.

8.15 **Quorum.** Six (6) members present in person constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

PROVIDED HOWEVER that where:

- (a) less than six (6), but four (4) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of members; and
- (b) the business transacted is limited to the selection of a Chairman and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) persons present in person constitute a quorum.

PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 8.15 (b), numbers of persons present required for quorum shall be divided by two.

8.16 **Voting by Members.** Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote.

8.17 **Proxies.** Every member, including a corporate member, entitled to vote at meetings of members may by means of a proxy appoint a person who need not be a member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chairman of the meeting may

accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

8.18 **Show of Hands.** At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairman or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.19 **Chairman.** In the absence of the President, the Vice- President, the members entitled to vote present at any meeting of members shall choose another Director as Chairman and if no Director is present or if all the Directors' present decline to act as Chairman, the members present shall choose one of their number to be Chairman.

8.20 **Polls.** If at any meeting a poll is requested on the election of a Chairman or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

8.21 **Adjournments.** Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

9.00 **COMMITTEES**

9.01 **Standing Committee.** There may be one or more Standing Committees.

9.02 **Combined and Inactive Committees.** From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

9.03 **Ad Hoc Committees.** There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- (a) the delivery of its report;
- (b) the completion of its assigned task;

- (c) a change in the membership of the Board or Executive Committee by which it was constituted; or
- (d) a resolution to that effect of the Board or Execution Committee by which it was constituted;

whichever first occurs.

PROVIDED HOWEVER that, in the case of termination pursuant to subsection 9.03 (c), the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

9.04 Except as otherwise provided by by-law of the Corporation, all committees other than the Executive Committee are subject to the following:

- (a) the Chairman and members shall be appointed by the Executive Committee, if any, otherwise by the Board from among the members of the Corporation who are qualified to hold office, for a term of one (1) year, and may be reappointed for one or more additional terms of one (1) year;
- (b) the Committee shall meet at least annually, and more frequently at the will of its Chairman or as required by its terms of reference, and as requested by the Executive Committee;
- (c) the Committee shall be responsible to, and report after each meeting to, the Executive Committee (or if none, the Board);
- (d) the Committee may establish its own rules of procedure and may appoint subcommittees.

9.05 **Nominating Committee.** The Nominating Committee (when one exists) shall

- (a) prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;
- (b) accept any additional written nominations for elected office any time prior to the holding of annual elections, but this does not preclude the Chairman of the annual meeting from accepting further nominations from the floor at the time of the election;
- (c) make recommendations to the Board names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year.

10.00 **EXECUTION OF DOCUMENTS**

10.01 **Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons and in the manner from time to time prescribed by the Board.

10.02 **Execution of Documents.** Documents requiring execution by the Corporation may be signed by the President or a Vice- President and the Secretary or the Treasurer or any two (2) Directors, and all documents so signed are binding upon the Corporation without any further authorization or formality. The board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

10.03 **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

10.04 **Dissolution.** Should Energy Cycling Club dissolve, the Club shall convene a meeting of the Members, and have them approve (vote) on the resolution to dissolve. A two-thirds majority of the Members present is required for passage, and

- a) Written minutes of the meeting in which the vote is held shall be distributed to all members. Legal counsel shall process the appropriate forms required by law;
- b) The distribution of any remaining assets shall be sent to the Ontario Cycling Association for the use of any youth training programs;
- c) No individual member of the organization shall receive any of the assets or profit from the dissolution of the organization.

11.00 **BANKING ARRANGEMENTS**

11.01 The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Corporation's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

- (c) issue receipts for and orders relating to any property of the Corporation;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

11.02 **Deposit of Securities.** The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application if the securities so withdrawn from deposit or the proceeds thereof.

12.00 **BORROWING BY THE CORPORATION**

12.01 Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may,

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including books debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation,

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

12.02 From time to time the Board may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

13.00 **FINANCIAL YEAR**

13.01 The financial year of the Corporation shall terminate such date as the Board may by resolution determine.

14.00 **NOTICE**

14.01 **Computation of Time.** In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

14.02 **Omissions and Errors.** The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any Director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

15.00 **BY-LAWS AND AMENDMENTS, ETC.**

15.01 **Enactment.** By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

16.00 **REPEAL OF PRIOR BY-LAWS**

16.01 **Repeal.** Subject to the provisions of sections 16.02 and 16.03 hereof, all prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

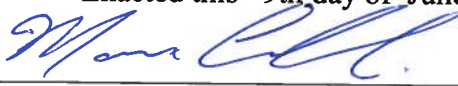
16.02 **Exception.** The provisions of section 16.01 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

16.03 **Proviso.** Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

17.00 **EFFECTIVE DATE**

17.01 This by-law shall come into force without further formality upon its enactment.

Enacted this 9th day of June, 2016.



President



Secretary

RESOLUTIONS OF THE MEMBERS

OF

ENERGY CYCLING CLUB INC.
(the "Corporation")

1. EXEMPTION FROM AUDIT PROVISIONS

WHEREAS in respect of the first fiscal year of the Corporation, the Corporation is exempt from the requirements of the *Corporations Act* regarding the appointment and duties of an auditor if the Corporation is not a public company, the annual income of the Corporation is less than \$100,000.00 and all of the members consent, in writing to the exemption in respect of the year.

BE IT RESOLVED THAT:

Pursuant to Section 96.1 of the *Corporations Act*, all of the members of the Corporation hereby consent to the exemption of the Corporation from the audit requirements of the *Corporations Act* (Ontario) regarding the appointment and duties of an auditor in respect of the first fiscal year of the Corporation, and in respect of each fiscal year thereafter until this consent is revoked.

EACH OF THE FOREGOING RESOLUTIONS is hereby consented to by all of the members of the Corporation, as evidenced by their respective signatures hereto in accordance with the provisions of section 298 of the *Corporations Act* (Ontario) this 9th day of June, 2016.



Mario Elrick



Matt Steeve



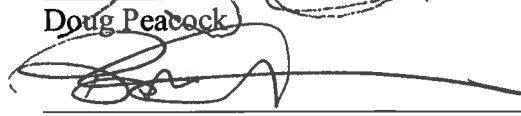
Dawn Cant Elliott



Lisa Dilts



Doug Peacock



Brad Anderson