

CANADIAN CYCLING ASSOCIATION ASSOCIATION CYCLISTE CANADIENNE
carrying on activities as

CYCLING CANADA / CYCLISME CANADA

BY-LAWS

GENERAL PROVISIONS

ARTICLE 1 NAME

The Corporation named Canadian Cycling Association Cycling Canada Cyclisme carries on activities as **Cycling Canada / Cyclisme Canada** (the “**Corporation**”).

ARTICLE 2 PURPOSE

The Corporation’s purposes are set out in its Articles of Continuance filed under the *Canada Not-for-profit Corporations Act* (the “**Act**”).

ARTICLE 3 TRANSPARENCY

The following items shall be publicly accessible on the Corporation’s website:

- (a) the Corporation’s Articles of Continuance (as amended);
- (b) these By-Laws (as amended);
- (c) the Corporation’s annual audited financial statements;
- (d) Members’ meeting minutes;
- (e) the terms of reference of each Committee appointed by the Board of Directors (the “**Board**”);
- (f) the Board Mandate (described in paragraph 23(a)(iii)); and
- (g) the Annual Report on Diversity referred to in subparagraph 23(a)(viii)(D).

ARTICLE 4 REGISTERED OFFICE

The Corporation’s Registered Office (the “**Registered Office**”) shall be in the province of Ontario, at the civic address to be designated from time to time by the Board of Directors (the “**Board**”).

ARTICLE 5 JURISDICTION

The jurisdiction of the Corporation shall be Canada.

ARTICLE 6**LANGUAGES RECOGNIZED BY THE CORPORATION**

- (a) The Corporation shall recognize Canada's two official languages, namely French and English, equally.
- (b) For any interpretation of these By-laws, both the French and English texts shall be valid.

MEMBERSHIP**ARTICLE 7****MEMBERS**

The Members of the Corporation shall be the provincial and territorial associations recognized by the Board which have met the prescribed financial and administrative obligations. The Corporation can only accept one (1) association per province or territory.

ARTICLE 8**MEMBERSHIP TERMS**

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

ARTICLE 9**RESIGNATION**

- (a) A Member's resignation must be sent in writing to the Registered Office and shall become effective the date on which the notice is received at the Registered Office. When a Member who is subject to a disciplinary investigation or action of the Corporation resigns, that Member will

nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

ARTICLE 10

SUSPENSION OF MEMBERS

- (a) A Member may only be suspended by the Board. The consequences of a Member's suspension shall be determined by the Board.
- (b) Members that are subject to consideration for suspension shall be afforded the opportunity to present their own case before the Board. The Member shall be advised, in writing, of this opportunity.
- (c) The suspension of a Member and the determination of the consequences of a Member's suspension shall require a voting majority of eighty percent (80%) of the Board.
- (d) An appeal of a suspension of membership may be made in accordance with the Board-approved Appeal Policy as it may exist from time to time.

ARTICLE 11

PARTICIPANTS

- (a) A Participant with the Corporation is any individual, in good standing with a Member, who participates in any one of the cycling sports, or who acts as a coach, official, volunteer, support personnel, or committee member with the Corporation or with a Member.
- (b) Subject to subsection 11(c) below, the discipline of a Participant shall be the responsibility of the Member with which the Participant is affiliated, and its decision shall be accepted by the Corporation. In the event of failure to apply suitable discipline within a reasonable period of time (as determined by the Corporation), the relevant Participant shall be subject to the relevant policy or policies of the Corporation as determined by the Corporation.
- (c) Any Participant who is a member of, or associated with, any National Team of the Corporation shall be subject to the relevant policy or policies of the Corporation as determined by the Corporation in its sole discretion.

MEMBERS' MEETINGS

ARTICLE 12

TYPES OF MEETINGS

- (a) The Annual Meeting of the Members (the "**Annual Meeting**") shall be held in Canada yearly no later than six (6) months from the end of the previous financial year end.

- (b) Notice of the Annual Meeting shall be sent by regular mail or email to the Board, the Members and the Corporation's auditor at least thirty (30) calendar days in advance.
- (c) A Special Meeting may be called at the request of the Board, or by the Members holding 5% of the votes of the Corporation. The agenda of the Special Meeting shall be limited to the subject matter for which the Special Meeting was called.
- (d) Notice of the Special Meeting shall be sent by regular mail or email to the Board, the Members and the Corporation's auditor at least twenty-one (21) calendar days in advance.

ARTICLE 13

METHOD OF MEETING

- (a) Each Members' meeting shall be held at a location designated by the Board.
- (b) Members' delegates may meet by teleconference or by means of another electronic facility provided that:
 - i. Each Member's delegate has equal access to the specific means of communication to be used; and
 - ii. If a vote is to be taken, the method of voting provided enables the votes to be gathered in such a manner that permits their subsequent verification and, in the case of elections or when any of the Members' delegates present requests a secret ballot, permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member's delegate voted.
- (c) Members' delegates participating in a meeting by teleconference or by means of another electronic facility shall be present at the meeting for purposes of determining quorum.

ARTICLE 14

COMPOSITION

Members' meetings shall be comprised of the Directors, each Member's delegate, Participants described in 15(h), and any other individuals at the invitation of the Board, provided that the Corporation's auditor may attend any Members' meeting.

ARTICLE 15

DELEGATES

- (a) Each Member may appoint one (1) individual as a delegate to attend, participate and vote on behalf of such Member at a Members' meeting.

- (b) At the time of each Members' meeting at which an individual acts as a Member's delegate, such individual must be a Participant in good standing with such Member.
- (c) At the time of each Members' meeting at which an individual acts as a Member's delegate, such individual must have reached the age of majority within the province or territory where such individual normally resides.
- (d) At each Members' meeting:
 - i. (i) an individual may act as a Member's delegate for only one (1) Member; and
 - ii. (ii) each delegate shall have only one (1) vote on behalf of the Member for which such individual is the delegate.
- (e) A Member which has appointed a delegate for a Member's meeting shall submit the name of its delegate to the Registered Office at least fourteen (14) calendar days prior to the date of such Members' meeting.
- (f) A Member's delegate may be replaced by another individual only if the latter submits certification of this status signed by the relevant Member's President.
- (g) A Director of the Corporation may not be designated as a Member's delegate.
- (h) Any individual who is a Participant in good standing with a Member at the time of a Members' meeting but who is not a Member's delegate may attend such Members' meeting but may not vote at such meeting.

ARTICLE 16

QUORUM

- (a) At any Members' meeting, a majority of the Members as represented by their respective delegates shall constitute a quorum.
- (b) In the case of the Annual Meeting, if within thirty (30) minutes of the scheduled commencement of the Annual Meeting a quorum is not present, then the Annual Meeting shall be adjourned to such a time and place as fixed by the majority of the Members' delegates present.
- (c) In the case of a Special Meeting, if within thirty (30) minutes of the scheduled commencement of the Special Meeting a quorum is not present, then the Special Meeting shall be adjourned to such a time and place as fixed by the majority of the Members' delegates present.

ARTICLE 17

VOTING

- (a) Individuals with voting rights at a Members' meeting shall be each Member's appointed delegate.
- (b) Motions
Voting shall be a show of hands, unless a secret vote is requested by any of the Members' delegates present. Unless otherwise specified by the Act or within these By-laws, a majority shall decide all motions.
- (c) A tie vote shall be declared defeated.
- (d) Elections
Election of Directors at Large and the National Team Athlete Representative shall be held at the Annual Meeting. Individuals whose nominations are unopposed shall be elected by a resolution passed by a majority of the votes cast on that resolution. Where more than one (1) nomination for a position is received, an election shall be conducted by means of a secret ballot and the elected candidate(s) shall be the individual(s) who receive the most votes. In the event of a tie, a run-off election between or among the candidates involved in the tie shall be held. If the run-off election fails to settle the tie, the election shall be decided by a toss of a coin.
- (e) Absentee Voting
Members that are unable to attend a Members' meeting may register their vote in advance of such meeting. Absentee voting is only permitted for complete motions and election ballots which are not changed, in any manner, on the floor of the relevant Members' meeting.

BOARD

ARTICLE 18

COMPOSITION

- (a) The Board shall be composed of seven (7) Directors at Large, the National Team Athlete Representative, and one (1) optionally appointed Director as per 18(c) below.
- (b) The seven (7) Directors at Large, and the National Team Athlete Representative shall be elected by the Members from candidates identified by the Nominations Committee in accordance with Article 27 below.
- (c) At its discretion, the Board may appoint one (1) additional Director at Large to the Board provided that at least three (3) Directors were elected at the most recent Annual Meeting. An appointed Director serves for a term that expires at the next Annual Meeting.
- (d) The election of Directors shall be subject to the following requirements:

- i. The requirement that no member of the Corporation's management or executive team may be a Director.
 - ii. The requirement that three (3) of the Directors shall be Independent Directors (as that term is defined in subparagraph 27(b)(ii)(F) below).
- (e) In the event that an election of Directors results in a situation where either of the requirements set out in subsection 18(d) have not been met, such election shall be considered null in its entirety and the election shall be held again.
 - (f) In addition to the preceding, the election of Directors shall also be subject to the requirement that, in the event that a director or officer of a Member is elected to the Board, they shall resign from the provincial/territorial association board or officer position or both as applicable. Failure to do so within three (3) months of that individual's election will nullify their election.
 - (g) The candidates for National Team Athlete Representative are nominated by the Athletes' Council, per the Corporation's policies and Article 27 below. The National Team Athlete Representative is elected for a two-year term in the odd years.
 - (h) Directors at Large run for office for a two-year term. For elections held in even years, three (3) Directors at Large will be elected, and for elections in odd years, four (4) Directors at Large will be elected.
 - (i) Each Director shall be subject to a term limit. Absent compelling reasons to the contrary as determined by the Nominations Committee, that term limit shall be a maximum of an aggregate of eight (8) years (whether consecutive or not) other than:
 - (i) a sitting Chair who may serve for one (1) additional term for a maximum limit of an aggregate of ten (10) years (whether consecutive or not), but who may not hold the position of Chair for longer than six (6) years; and
 - (ii) one (1) Director other than the Chair who serves on the management committee of the Union Cycliste Internationale ("UCI") or on the management committee of the Pan American Cycling Confederation ("COPACI") who may serve for one (1) additional term for a maximum limit of an aggregate of ten (10) years (whether consecutive or not);

provided that:

(iii) any period of time spent on the Board prior to December 31, 2021 will apply against the term limit to a maximum of five (5) years; and

(iv) any period of time spent as Chair prior to December 31, 2021 will apply against the six (6) year limit as Chair to a maximum of three (3) years.

- (j) The term of an elected Director shall begin effective with the adjournment of the Members' meeting in which they are elected. The term of the outgoing elected Director shall terminate on the election of a replacement and/or the adjournment of the Members' meeting.
- (k) A Director may not be remunerated for serving as such but may be reimbursed for reasonable expenses incurred in the performance of such Director's duties within the approved guidelines for expense set by, and otherwise in accordance with, a Board-approved travel policy or other expense policy, or upon the approval of the Chair and Chief Executive Officer or, in respect of expenses incurred by the Chair, upon the approval of the Chief Executive Officer and the chair of the Finance & Audit Committee.

ARTICLE 19

BOARD ORIENTATION AND EDUCATION

Upon becoming a Director, each Director shall receive an orientation regarding their role and responsibility as a Director which shall include education regarding and instruction on the Board Mandate, good governance practices, and governance policies. Refresher education and instruction on the Board Mandate, good governance practices, and governance policies shall be provided to all Directors after each election.

ARTICLE 20

DIRECTOR VACANCIES

- (a) The office of any Director shall automatically be vacated if the Director:
 - i. Resigns his/her office by delivering a written resignation to the Board through the Chair or the Chief Executive Officer;
 - ii. Becomes incapable;
 - iii. Becomes bankrupt;
 - iv. Is removed from office;
 - v. Dies.
- (b) Provided that if any vacancy shall occur for any reason in this Article, a quorum of Directors may, by resolution, fill the vacancy with a Participant in good standing with a Member; otherwise such vacancy shall be filled

at the next Members' meeting; and any Director appointed or elected to fill such vacancy shall hold office for the unexpired term. In the case of the Director who serves as the National Team Athlete Representative such appointment shall be done in consultation with the Athletes' Council.

- (c) When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

ARTICLE 21

REMOVAL OF DIRECTORS

The Members may, by a resolution passed by a majority of the votes cast on that resolution at a Members' meeting of which notice specifying the intention to pass such a resolution has been given, remove a Director from office before the expiration of his/her term of office.

ARTICLE 22

PROTECTION OF DIRECTORS & OFFICERS

- (a) The Corporation will indemnify and defend out of the funds of the Corporation each Director and Officer from and against all claims, demands, actions or costs which may arise or be incurred because of occupying the position or performing the duty of a Director or Officer.
- (b) The Corporation will not indemnify or defend a Director, Officer or any other person for acts of fraud, dishonesty or bad faith.
- (c) The Corporation shall purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.
- (d) The Board may by resolution authorize the retention by it of professional advisors at the expense of the Corporation.

ARTICLE 23

FUNCTIONS OF THE BOARD

- (a) The Board shall:
 - i. Determine the Corporation's vision and direction;
 - ii. Develop a multi-year strategic plan (which plan the Board shall update from time to time);
 - iii. Adopt the Board Mandate, which shall:
 - (A) Delineate the roles and responsibilities of the Board;

- (B) Articulate the manner by which the Corporation provides meaningful representation in the Corporation's governance structure for athletes;
 - (C) Articulate the manner by which the Corporation facilitates and encourages athletes' voices being heard;
- iv. Monitor the Corporation's operations and evaluate results;
- v. Address risk management including ongoing identification of risks and measuring annually the Corporation's risk management and internal control systems;
- vi. Select, hire and, where it determines it is necessary or desirable to do so, terminate, the Chief Executive Officer. In selecting the Chief Executive Officer, the Board shall be satisfied that the candidate has the skills, experiences and qualifications that the Board considers appropriate to best serve the interests of the Corporation. In addition, no Director can be the Chief Executive Officer (or an interim Chief Executive Officer) during their term as a Director or for 12 months thereafter;
- vii. Develop a succession plan regarding the position of Chief Executive Officer (which plan the Board shall update from time to time);
- viii. Develop a Board Diversity Policy (which Policy the Board shall update from time to time) which:
 - (A) recognizes and states that diverse perspectives, experiences and backgrounds provide for optimal Board performance;
 - (B) recognizes and states that diversity refers to the broad range of demographic characteristics that exists across Canadian society including, but not limited to, sex, gender, identity, race, ethnicity, sexual orientation, class, economic means, ability, age, official language of Canada spoken, religion, and education;
 - (C) recognizes and states specifically:
 - (1) that gender diversity among Directors is a goal to which the Corporation should aspire; and
 - (2) that a course of action toward that goal should be to strive to have in place, in a manner that best suits and reflects the Corporation's needs while respecting the paramountcy of an individual's human rights and

privacy, a Board where not more than sixty percent (60%) of the Directors are of the same gender;

(D) requires the Board to report annually (the “**Annual Report on Diversity**”) as to:

- (1) its approach and initiatives taken (including through the work of Nominations Committee) to attract Directors with the required skills and diversity (including with respect to gender diversity);
- (2) whether it considers such approaches and initiatives successful; and
- (3) any additional steps the Board (including through the work of Nominations Committee) will be making towards this objective.

- ix. Determine registration procedures and recommend Membership fees;
- x. Approve policies and procedures, including those related to discipline and disputes, to guide the Corporation and its management;
- xi. Approve the budget, and secure and monitor effective management of the Corporation’s financial resources;
- xii. Provide continuity to the ongoing governance and management of the Corporation;
- xiii. Fulfill the legal and ethical responsibilities of a Board;
- xiv. Delegate its responsibilities to committees and to hired staff, as appropriate; and.
- xv. Discharge any other powers or duties as may be provided for herein.

(b) The Board shall neither:

- i. liaise with management other than the Chief Executive Officer or, in the case of the Chair and members of the Finance & Audit Committee, the chief financial officer or in accordance with Board-approved policy; nor
- ii. assume operational responsibilities without the joint approval of the Board and the Chief Executive Officer.

ARTICLE 24**MEETINGS OF THE BOARD**

- (a) In addition to the Board meeting described in subsection 24(b) below, the Board shall meet at least quarterly and more often if deemed necessary. The notice of the meeting shall be sent, by regular mail or email to the Board at least thirty (30) calendar days before the date of the meeting.
- (b) The Board shall, without notice, hold a meeting immediately following the Annual Meeting. The agenda of such meeting shall include (and may be limited to) the election of the Chair in accordance with subsection 25(b) below and subsection 25(c) below.
- (c) The accidental omission to give notice to, or non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceedings taken at such meeting.
- (d) A quorum shall be a majority of the total number of Directors.
- (e) Motions considered at any Board meeting shall be decided by majority of votes of those present. Each Director is authorized to exercise one (1) vote. Proxies are not accepted at a Board meeting. A tie vote shall result in the relevant motion being defeated.
- (f) The Board may, from time to time, invite to its meetings such other individuals as it deems can contribute to the work of the Board. Invited individuals can be excluded from any portion of a meeting as determined by the Chair.
- (g) The Board may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board.
- (h) The Board may meet by means of another electronic facility that permits each Director to communicate adequately with each other provided that:
 - i. The Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
 - ii. Each Director has equal access to the specific means of communication to be used;
 - iii. Each Director has consented to meeting by electronic means using the specific means of communication proposed for the meeting.

- (i) The Board shall receive quarterly a written certification of the Chief Executive Officer and the chief financial officer (or a person who performs the functions of a chief financial officer) that:
 - i. all required remittances be they be for deductions at source, sales tax, or any other government remittances have been made;
 - ii. all other payments for which Directors are personally liable have been made;
 - iii. describes any breach of a material agreement;
 - iv. describes the status of any claims or lawsuits threatened or initiated against the Corporation including a status update of each;
 - v. confirms that all insurance coverage (including directors' and officers' liability insurance) approved by the Board is in full force and effect and that all premiums have been paid; and
 - vi. describes any material risks (financial or otherwise) to the Corporation.

ARTICLE 25

OFFICERS

- (a) The Officers of the Corporation shall be the Chair, the chair of the Finance & Audit Committee, the Chief Executive Officer, and such other officer or officers as the Board may by resolution from time to time appoint.
- (b) The Chair shall be elected by the Directors from among themselves at the Board meeting referred to in subsection 24(b) above (or at any other Board meeting if there is a vacancy in the position of Chair). The election shall be held in accordance with the procedures set out in subsection 17(d) above with the necessary changes to fit the circumstances. Only Independent Directors (as that term is defined in subparagraph 27(b)(ii)(F) below) may run for the office of Chair.
- (c) The term of office of the Chair shall be until the earlier of:
 - i. the Annual Meeting at which their current term as a Director expires; and
 - ii. the date on which the relevant individual ceases to be a Director;

provided that no individual may hold the position of Chair for longer than six (6) years.
- (d) Duties

The Chair shall exercise general oversight of the affairs of the Corporation on behalf of the Board. It shall be their duty to preside as the chair at Members' meetings and Board meetings. The Chair shall act as the spokesperson for the Board and the Corporation. They shall perform other functions as usually pertain to the office of the Chair and shall be entitled to be present at meetings of all Standing Committees and Ad Hoc Committees. The Chair shall oversee an annual Board review process.

- (e) The chair of the Finance & Audit Committee will in addition to that role as an officer of the Corporation perform such other duties as may from time to time be established by the board.
- (f) The Chief Executive Officer shall have duties as defined by their job description and employment agreement.
- (g) The term of office of the Chief Executive Officer shall be in accordance with the resolution by which they are appointed by the board and any written agreement entered into between the Corporation and the Chief Executive Officer.
- (h) Subject to subsection 25(g) above, an officer may be removed by a resolution at a Board meeting passed by a majority of the votes cast on that resolution, provided that the officer has been given notice of and the opportunity to be present and to be heard at the meeting where such resolution is to be considered.

COMMITTEES

ARTICLE 26

BOARD COMMITTEES

- (a) The Board's Standing Committees shall be, but are not limited to:
 - i. Governance and Ethics
 - ii. Nominations Committee
 - iii. Risk Management Committee
 - iv. Finance & Audit Committee
 - v. Human Resources Committee
- (b) Each Standing Committee's Board-approved terms of reference, together with the Board-approved Policy on Board Structure, shall describe the duties of such Standing Committee. A Standing Committee shall recommend matters to the Board for approval.
- (c) Subject to Article 27 'Nominations Committee':

- i. Standing Committees shall consist of a chairperson and at least two (2) committee members;
 - ii. a Director shall be appointed to act as chairperson of each Standing Committee annually by the Board at its meeting following the Annual Meeting;
 - iii. other members of the Committee shall be appointed by the chairperson; and
 - iv. any individual deemed competent by the Committee chairperson may sit on a Standing Committee.
- (d) The Board may establish Ad Hoc Committees as it considers desirable in order to address a specific area of focus.
 - (e) Each Ad Hoc Committee's Board-approved terms of reference, together with the Board-approved Policy on Board Structure, shall describe the duties of such Ad Hoc Committee. An Ad Hoc Committee shall recommend matters to the Board for approval.
 - (f) The Board shall appoint a Director to act as chairperson for Ad Hoc Committees of the Board and the chairperson shall appoint committee members as they deem appropriate on agreement of the Board.
 - (g) The Board shall provide terms of reference of all Standing Committees and of all Ad Hoc Committees. Such terms of reference shall be reviewed and ratified by the Board annually at its meeting following the Annual Meeting.
 - (h) Members of Standing Committees and of Ad Hoc Committees shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation.
 - (i) All members of Standing Committees and of Ad Hoc Committees shall be subject to removal from their duties as committee members by a majority vote of the Board.

ARTICLE 27

NOMINATION COMMITTEE

- (a) The Nominations Committee shall consist of an odd number of individuals not exceeding seven (7), not more than two (2) of whom shall be a current Director (provided that any such Director must not be standing, nor intending to stand, for election at the relevant election). The Nominations Committee shall include appropriate representation from the Board (including Independent Directors (as that term is defined in subparagraph 27(b)(ii)(F)), athletes and other stakeholders with the

objective that the Nominations Committee is respected, credible and representative.

- (b) The terms of reference of the Nominations Committee will include:
 - i. proposing those individuals recommended for election as Directors by:
 - (A) providing, at least one (1) calendar month prior to the date of the election, a list to the Members of appropriate candidates to stand for election as Directors as Directors at Large. Such list shall include the attendance record of each incumbent Director who is a candidate; and
 - (B) informing, at least one (1) calendar month prior to the date of the election, the Members of the candidate(s) for National Team Athlete Representative nominated by the Athletes' Council, per the Corporation's policies. Such list shall include the attendance record of each incumbent Director who is a candidate;
 - ii. soliciting, receiving and considering nominations for the election of Directors at Large. The Nominations Committee shall encourage the identification, solicitation and election of candidates to Director at Large positions, such that the resulting composition of the Board reflects:
 - (A) the Corporation's values;
 - (B) respect for diversity in accordance with the Board Diversity Policy and all elements of paragraph 23(a)(viii) above;
 - (C) the requirement that no member of the Corporation's management or executive team may be a Director;
 - (D) the Corporation's scope of responsibility, both geographically and across cycling sports;
 - (E) the Corporation's desire to maintain a broad scope of volunteer skills on which to draw in order to facilitate Directors having the necessary skills for the successful stewardship of the Corporation and to ensure that the Directors' possess as many of the skills necessary for optimal Board functioning as possible (as reflected in the Skills Matrix referred to in paragraph 27(b)(iv) below); and
 - (F) the requirement that three (3) of the Directors shall be Independent Directors where an **"Independent Director"** is a Director who:

- (1) has no fiduciary obligation to any cycling body at the national or provincial level;
- (2) receives no direct or indirect material benefit from any such body; and
- (3) is free from any conflict of interest of a financial, personal or representational nature (provided that participating in cycling does not alone cause a Director not to qualify as an Independent Director);

provided that an individual who would not be considered an Independent Director will be considered to be an Independent Director once that individual resigns from or terminates the circumstance that gives rise to the non-Independent Director status.

- iii. determining whether a Director or prospective Director is or would be an Independent Director;
 - iv. maintaining a skills matrix on behalf of the Corporation for the purposes referred to in subparagraph 27(b)(ii)(E) above (the “**Skills Matrix**”), which Skills Matrix shall address at least the following skills: financial, governance, legal, sports, marketing, digital, human resources, fund-raising, sponsorship, and international relations; and
 - v. developing approaches and initiatives taken to attract Directors with the required skills and diversity (including with respect to gender diversity), considering whether it considers such approaches and initiatives successful, considering any additional steps which might be taken towards the objective, and reporting to the Board annually regarding the preceding;
- (c) The Nominations Committee’s recommendations for election as Directors need not be approved by the Board.

ARTICLE 28

InterProvincial Council and Athlete’s Council

The Board shall appoint each of the InterProvincial Council and the Athlete’s Council in accordance with the Policy on InterProvincial Council and Athlete’s Council as that Policy may be amended from time to time.

ARTICLE 29

PROGRAM COMMITTEES

Program Committees, also called Operating Committees form part of the operational level of the Corporation’s governance. The Chief Executive Officer shall constitute such Program Committees as the Chief Executive Officer deems

necessary in carrying out the affairs of the Corporation and shall prescribe their composition, duties and limitations in the Policy on Organization Structure.

FINANCIAL

ARTICLE 30

FINANCIAL YEAR

The Corporation's financial year end shall be March 31.

ARTICLE 31

FINANCIAL REVIEW AND AUDITED FINANCIAL STATEMENTS

Unaudited, internally generated quarterly financial statements shall be reviewed by the Board at a meeting no later than sixty (60) calendar days after the end of the previous quarter. The Corporation's books and records shall be examined each year by the auditor appointed for the purpose at the Annual Meeting, as soon as possible after the Corporation's financial year end, provided that the annual audited financial statements shall be reviewed by the Board at a meeting no later than ninety (90) calendar days after the previous financial year end. The Corporation's annual audited financial statements and the auditor's report shall be placed before the Members at the Annual Meeting and posted on the Corporation's website no later than six (6) months after the previous financial year end.

ARTICLE 32

SIGNING OF DOCUMENTS

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

ARTICLE 33

DISSOLUTION OR LIQUIDATION

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

ARTICLE 34

MODIFICATION OF BY-LAWS

The Corporation may adopt new by-laws, or repeal or amend them in accordance with the Act.

ARTICLE 35

PARLIAMENTARY AUTHORITY

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