

Ontario Cycling Association Annual Meeting

Revised Bylaws

Rationale

The Ontario Cycling Association Bylaws should reflect our organization and industry best practices. The revised Bylaws which are being presented to the Members have been approved by the Board of Directors and have been written in consultation with Ontario Cycling legal counsel. These Bylaws are being presented to the Membership for ratification.

On October 19th, 2021, the Ontario Not for Profit Act, was implemented by the Ministry of Ontario. The current Ontario Cycling Association Bylaws are not in compliance with the Act and the Board retained legal counsel to redraft the Bylaws of the Corporation to place us in compliance.

In addition to these revisions, we have taken this opportunity to introduce some changes which reflect the direction and change in organizational culture within the Corporation. Below is a summary of the principal changes.

Provided with this package are:

- Copy of the current Ontario Cycling Association Bylaws
- Copy of the proposed Bylaws with changes highlighted by legal counsel
- A clean copy of the proposed Bylaws.

The last changes to these documents were in 2013.

Approval by 2/3 majority of the members present and voting is required to adopt these changes.

The principal changes:

Article II Classes of Members. A clean up the of the Membership categories was done. There are now three (3) classes of Members: Member Club (voting, Individual Member (voting) and Participant Member (non-voting). Member Clubs will no longer be required to have five (5) UCI members to have a vote as a Member Club but must have a minimum of five (5) registered members who are either Individual or Participant Members. Individual Members with voting rights are defined as those who hold either a Provincial Race License or UCI Race License. Participant Members are non-voting members who are defined as either being a registered of a Member Club or have paid fees to participate in a specific event.

Article III Section 3.1 b Athlete Director. We are adding an elected position to the Board of Directors titled Athlete Director, who shall be an athlete who will sit on the board as a representative of the voice of the athlete for the organization. This role will also chair and be responsible for the management of an Athlete Advisory Council, which will be supported by the OC Staff.

Article III Section 3.25 Officers. We have cleaned up this area to better reflect the structure of a governing board, as the operations of the Corporation are the responsibilities of the President & CEO. We have removed the roles of Treasurer and Past Chair, retained the role of Secretary and added the role of Vice Chair.

Article III Section 3.33 Standing Committees. We have added three (3) Standing Committees into the Bylaws: The Audit & Risk Management Committee, the Governance & Human Resources Committee, and a formalized Nominations Committee. These are important functions of a governance board which were not adequately addressed in the previous structure of the board. The Audit & Risk Management Committee has responsibility for financial controls but also for risk identification and risk management oversight. The Governance & Human Resources Committee has the responsibility for evaluating the effectiveness of the governance and management of the organization and evaluating the adequacy and effectiveness of our human resources (board and staff). The Nominations Committee is responsible for the annual recruitment of members to the Board of Directors, including an overall board skill assessment and determination of skills required for the board.