



Special General Meeting

Thursday, November 17th, 2022

7:00pm

Via Zoom

At the 2022 Annual Meeting, the OC Board of Directors presented revised bylaws to bring the organization into alignment with the Ontario Not-for-Profit Corporations Act, 2010 (ONCA), which went into effect on October 19, 2021.

The current bylaws have not been updated since 2013 and the Board took this opportunity, along with our legal counsel, not only to revise our bylaws to bring them into compliance with ONCA, but also to implement industry best practices and a change in our membership classes which would be an incremental step towards giving more clubs and members a vote at the Annual Meeting.

During our Annual Meeting held on June 30th, 2022, the revised bylaws were voted down by the attending members, 52% to 48% with the concern being expressed that the Membership Categories did not align with the intent of the strategic plan with regards to community building and grassroots development.

OC Management and the OC Board of Directors, to solicit further feedback, held an open call for Clubs to attend a Townhall specifically to discuss the membership categories within the proposed bylaws. OC invited all 78 affiliated clubs (not for profit and private) to the Townhall.

The main concern expressed at the Townhall was the perception that clubs were getting less of a voice with the proposed membership categories, and an over-emphasis on individuals who race compared to clubs who run recreational programs. The revised bylaws enable more clubs to have a vote and a voice. With the implementation of a voting category for individuals who hold a provincial race license, there is again, an increase in club representation. For better clarity, the following chart shows that, based on August statistics, the proposed bylaws will have the effect shown:

	Current Bylaws	Proposed Bylaws
Clubs who hold a vote	19	71
Members who hold UCI license (Adult) and are part of a club who can vote* <i>(please note that with the proposed bylaws this will now include Provincial Race License thus increasing the number of individuals who can vote by 326%).</i>	364	1188

*As of August 11th, 2022

It is important to note that Ontario Cycling is a Provincial Sport Organization (PSO) which means that we have been recognized by the Ministry of Sports, Culture and Heritage as one of 64 recognized sports in Ontario. Our prescribed mandate by the Ministry is to manage the sport of cycling in Ontario and we receive prescriptive funding as a PSO from the Ministry, Canadian Sport Institute of Ontario (CSIO), Coaches of Ontario (COA) and Canadian Paralympic Committee (CPC), Quest for Gold for our programming and operations. If we do not adhere to the mandate (to manage the sport of cycling), then we lose our funding, our status and recognition as a sport in Ontario.

In this context, the Board of Directors of Ontario Cycling is responsible for the overall governance of the organization which is limited to:

- Fiduciary responsibility;
- Audit management;
- Risk Management/Business Continuity;
- Hiring of the President/CEO;
- Strategic direction/oversight; and
- Board policy.

And the OC Team lead by the President & CEO, are responsible for the day-to-day operations of the organization, including:

- Athlete, Coach and Officials Development & Programming;
- Event management and delivery;
- Budget development and management;
- Human Resources;
- Operational policy development and implementation;
- Discipline & Complaints/Safe Sport/Injury Management;
- Marketing & Communications of the sport in Ontario;
- Membership and club relations/support; and
- Strategic partnerships and community relations development.

Members generally vote on the following at Annual Meetings:

- Approval of the Agenda;
- Approval of the Minutes from the last Annual Meeting;
- Appointment of the Auditor;
- Voting of Board Members; and
- Bylaw updates/revisions if there are any presented that year.

Importantly, as there was an expressed desire by clubs to have their voices heard with respect to OC's operations and programming, the Board has decided to implement a **Club Advisory Committee** which will be chaired by the President & CEO with the Club Relations & Membership Manager. This Committee will include representation from Recreational/Touring Clubs, Youth Clubs, Racing Clubs, multiple disciplines, and regional diversity. This Committee will work in partnership with the OC Management Team, to ensure that the Clubs are directly involved in the creation of impactful change through club programming, resources, and events. More information on this will be sent out to clubs following the Special General Meeting.

In addition, we have removed the restriction on the participant class from being able to be a director or officer of Ontario Cycling from the Bylaws (Section 2.4(b) and Section 3.9(a) amended), effectively enabling an individual from any membership class to put their name forward to be nominated for a board position through the Ontario Cycling Nomination Committee process.

The proposed membership class adjustment within the updated bylaws significantly increases member club participation which, combined with the new Club Advisory Committee, will allow OC to work collaboratively with all stakeholders to improve our value proposition for all members.

If you have any questions that you wish to discuss ahead of time, please contact Pam Julian at pam.julian@ontariocycling.org.

Motions

The Special General Meeting is presenting two motions to the membership for voting:

Motion 1:

That the Bylaw revisions for the OC Membership Class, Sections 2.1 through to Section 2.4 inclusive and Section 3.9(a), are approved.

Motion 2:

That the Bylaw revisions, not including the Membership Class revisions in Sections 2.1 through to 2.4 inclusive and Section 3.9(a), are approved.