ONE AIM CYCLING CLUB

SOCIETY BY-LAWS
1. DEFINITIONS

In these By-Laws:

1.1. OACC — One Aim Cycling Club;
1.2. Anniversary Month — the month in which OACC was incorporated;
1.3. Annual Meetings — yearly meeting of all Members;
1.4. Annual Returns — a form to be filled out every year giving basic society information
   including an attachment listing Directors and/or Officers;
1.5. Audit — an official examination of the society’s financial records;
1.6. Auditor — any individual(s) authorized to examine and verify accounts;
1.7. By-Laws — rules and regulations of the society;
1.8. Debenture — a written acknowledgment of a loan which is secured by society assets;
1.9. Director — a person who helps to manage the affairs of the society. A Director, usually
   but not necessarily, belongs to the society;
1.10. Board of Directors, Executive Committee or Board, shall mean the Board of Directors
      of the society;
1.11. Incorporate — the act of forming a society;
1.12. Liability — a debt of the society;
1.13. Objects — the purpose for which OACC is formed;
1.14. Officer — a person appointed to perform a specific function (e.g. treasurer, secretary).
   An Officer usually, but not necessarily, belongs to the society;
1.15. Ordinary Resolution — a decision passed by a majority of the Members voting
   favourably on a motion made;
1.16. Proxy — the transfer of voting rights from one Member to someone authorized to vote
   for that Member in that Members’ absence;
1.17. Quorum — the minimum number of persons who must be present in order to hold a
   valid meeting;
1.18. Registered Office — the address where OACC receives its mail and deliveries;
1.19. Registrar’s Periodical — a publication containing information that may be of interest to
   the general public;
1.20. Rescind — to completely cancel something as though it never existed;
1.21. Special Meeting — a meeting of all the Members called to deal with special business
   between annual meetings;
1.22. Special Resolution — A special resolution passed at a general meeting of which not less
   than twenty-one (21) days notice specifying the intention to propose the special
   resolution has been duly given, and the vote of not less than seventy-five percent
   (75%) of those Members who, if entitled to do so, vote in person or by proxy. A
   special resolution proposed and passed as a special resolution at a general meeting of
   which less than twenty-one (21) days notice has been given, if all the Members
   entitled to attend and vote at a general meeting so agree. Or a special resolution
   consented to in writing by all the Members, who would have been entitled at a
   general meeting, to vote on the special resolution in person or, where proxies are
   permitted, by proxy.
2. **MEMBERSHIP**

2.1. Any person residing in Alberta may become a Member by an invitation of three Members concurrent with acceptance of three (3) Directors, and upon payment of the fee.

2.2. Membership fees shall be determined by the Board of Directors. Annual membership fees changes of greater than twenty-five percent (25%) in any given year shall be presented as a motion to be considered at the OACC’s General Meeting.

2.3. Membership fees when accepted from a Member shall provide membership in the OACC for one year for the period from January 1 until December 31 of the same year.

3. **MEMBERSHIP PRIVILEGES**

3.1. Benefits of membership shall include, but not be limited to; OACC stickers, OACC road and route maps, and price reductions on OACC sponsored centuries, rides, races, picnics, and other events.

3.2. A Member shall be deemed to be in good standing when not in arrears of the payment of annual membership fees or other sum due from time to time to the OACC.

3.3. A Member shall be entitled to notice of and to attend at all General Meetings and shall be entitled to participate in any event sponsored by the OACC.

3.4. A Member shall be entitled to one vote at all Meetings.

3.5. A Member is obliged to abide by the Rules and Regulations of the Highway Traffic Act and to uphold the good name of the OACC and cycling at all times.

4. **TERMINATION OF MEMBERSHIP**

4.1. Any Member wishing to withdraw from membership may do so upon a notice by email with confirmation of read receipt, or failing that in writing to the Board through its Secretary. If any Member is in arrears for fees or assessments for any year, such Member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the OACC until reinstated.

4.2. Any Member upon a majority vote of all Members of the OACC in good standing may be expelled from membership for any cause which the OACC may deem reasonable.

4.3. The Board of Directors, after a showing of reasonable cause, may vote to terminate the membership of any Member with a ¾ vote of the Directors present at a regularly scheduled Board meeting. Reasonable cause to terminate a membership shall consist of ample evidence that the Member is having or has had a detrimental effect on the OACC or cycling in the Calgary area. A terminated Member forfeits his or her remaining membership fee.

5. **GENERAL MEETINGS**

5.1. Annual General Meetings shall be held once each calendar year on a day to be fixed by the Board. The Annual General Meeting, whenever possible, shall be held in the month of April.
5.2. General Meetings of OACC may be called at any time by the Secretary upon the instructions of the President or Board.

5.3. Notice of any General Meetings shall be by email with confirmation of read receipt, or failing that a notice sent in writing to the last known address of each Member, delivered in the mail ten days prior to the date of such meeting.

5.4. All OACC Members shall be notified in writing at least twenty-one (21) days prior to the holding of any General Meeting.

5.5. At the General Meeting there shall be elected a minimum of three (3) Directors and a maximum of ten (10) directors. Only Members in good standing can be elected or appointed. The Directors so elected shall form a Board, and shall serve until their successors are elected or appointed and installed. Upon election, the directors will appoint the Officers of the society. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any Member in good standing shall be eligible to any office in the society.

5.6. Five (5) Members in good standing shall constitute a quorum at any meeting.

5.7. Unless any Member demands a ballot vote, all voting shall be done by a show of hands. Each Member in good standing, including the President, shall be entitled to one (1) vote. In the case of an equality of vote, the President shall cast a second deciding vote.

6. SPECIAL MEETINGS

6.1. Special Meetings shall be called by the President or Secretary upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such meeting.

6.2. Notice of any Special Meetings shall be by email with confirmation of read receipt, or failing that a notice sent in writing to the last known address of each Member, delivered in the mail ten days prior to the date of such meeting.

6.3. All OACC Members shall be notified in writing at least twenty-one (21) days prior to the holding of any Special Meeting and shall be advised the purpose thereof.

6.4. Five (5) Members in good standing shall constitute a quorum at any meeting.

6.5. Unless any Member demands a ballot vote, all voting shall be done by a show of hands. Each Member in good standing, including the President, shall be entitled to one (1) vote. In the case of an equality of vote, the President shall cast a second deciding vote.

7. BOARD OF DIRECTORS

7.1. The Board shall consist of not less than three (3) and not more than ten (10) persons.

7.2. The Board shall, subject to the By-Laws or directions given it by the majority at any meeting properly called and constituted, have full control and management of the affairs of the OACC.

7.2.1. The Board shall facilitate and promote the objectives of the OACC.

7.2.2. The Board shall manage all financial aspects on behalf of the Society to include all accounting and record keeping, along with the collection of annual fees and payment of all expenses that may be incurred from time to time for the operation of the Society.
7.2.3. The Board shall recommend rules and regulations for the operation of the OCAA. Such recommendations shall be addressed to the General Membership for consideration and approval by majority vote.
7.2.4. The Board shall keep adequate records of its proceedings, actions and decisions, and written minutes of its meetings.
7.3. A person elected a Director becomes a Director if they were present at the meeting when being elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.
7.4. If any Member of the Board of Directors shall resign his/her office, or without reasonable excuse absent himself/herself from three (3) or more consecutive Board meetings, the Board may declare his/her office vacant and may appoint a successor in his place to hold office until the next Annual General Meeting.
7.5. Any Member of the Board shall be eligible for re-election to the Board.
7.6. Any Director upon a majority vote of all Members in good standing may be removed from office by the Members for any cause which the OACC may deem reasonable.

8. OFFICERS
8.1. An Officer shall be appointed by the Board of Directors if they were present at the meeting when being appointed, and did not refuse the appointment. They may also become an Officer if they were not present at the meeting but consented in writing to act as an Officer before the appointment, or within ten (10) days after the appointment, or if they acted as an Officer pursuant to the appointment.
8.2. An Officer shall be responsible for the duties of their role as set out in Section 9 of the By-Laws.
8.3. Any Officer upon a majority vote of all Members in good standing, may be removed from office by the Members for any cause which OACC may deem reasonable.

9. DUTIES OF OFFICERS
9.1. President – Shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of OACC and of the Board. As the Chief Executive Officer of the Board he/she shall exercise great control and supervision over the affairs of the Society. The President shall have such other powers and duties as the Board may determine from time to time by resolutions. In the absence of the President and Vice-President, a chairperson may be elected at the meeting to preside.
9.2. Vice-President – In the case of absence or disability of the President, the Vice-President may exercise the power and perform the duties of the President. The Vice-President shall have such other powers and duties as the Board may determine from time to time by resolutions. In the absence of the President and Vice-President, a chairperson may be elected at the meeting to preside.
9.3. Secretary - It shall be the duty of the Secretary to attend all meetings of OACC and of the Board, and to keep accurate minutes of the same. He/she shall have charge
of the Seal of One Aim Cycling Club which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of OACC and be under the direction of the President and the Board. The Secretary shall also keep a record of all the Members of OACC and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

9.4. Treasurer - Shall receive all monies paid to OACC and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of OACC and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of OACC and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the appointment of Officers shall so decide.

10. NON-LIABILITY OF DIRECTORS
10.1. The Directors shall not be personally liable for the debts, liabilities, or other obligations of OACC.

11. BORROWING POWERS
11.1. For the purpose of carrying out its objects, OACC may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society (as described in the Resolutions section of this document).

12. AUDITING
12.1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two Members of OACC elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of OACC.

12.2. The books and records of OACC may be inspected by any Member in good standing at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Member of the Board shall at all times have access to such books and records.

13. FISCAL YEAR
13.1. The fiscal year of OACC in each year shall be December 31.
14. CUSTODY AND USE OF THE SEAL OF THE SOCIETY
14.1. The Secretary shall have charge of the Seal of One Aim Cycling Club which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board.

15. ALTERING, RESCINDING AND ADDING BY-LAWS
15.1. OACC Members must pass a special resolution to alter, rescind or add by-laws.
15.2. A special resolution shall be made provided the following takes place:
   15.2.1. If called at any time by the Secretary upon the instructions of the President or Board by notice by email with confirmation of read receipt, or failing that a notice sent in writing to the last known address of each Member, delivered in the mail twenty-one (21) days prior to the date of such meeting,
   15.2.2. Or upon receipt of a petition signed by one-half of the Members in good standing, setting forth the reasons for requesting a resolution, which shall be by email with confirmation of read receipt, or failing that a letter to the last known address of each member, delivered in the mail not less than twenty-one days prior to the meeting, and by the vote of not less than seventy-five percent (75%) of those Members in good standing vote in person.
15.3. All special resolutions sent to the Registrar must be dated and verified by the President, or in his absence the Vice-President and Secretary, and the Treasurer.
15.4. Changes do not come into effect until the special resolution is registered at Corporate Registry.

16. PREPARATION AND CUSTODY OF MINUTES AND OTHER BOOKS AND RECORDS
16.1. The Secretary will prepare and keep the minutes of society meetings and Directors’ meetings. The Minute Books and any other records will be stored in a safe at the residence of the Secretary or in a safety deposit box, in the City of Calgary, Alberta.

17. VOTING
17.1. Any Member who has not withdrawn from membership nor has been suspended or expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

18. REMUNERATION
18.1. Unless authorized at any meeting and after notice for same shall have been given, no Officer or Director of the OACC shall receive any remuneration for his/her services.
18.2. Directors or Officers shall generally serve without compensation, except for food during meetings and except as provided for below. In addition, they shall be allowed reasonable advancements for reimbursements of expenses incurred in the performance of their specified duties. All expenses over $25 shall require pre-authorization by the Board. As an exception, the Board may decide to reasonably
compensate individual Directors or Officers to perform certain specific, time-consuming tasks associated with their duties provided that at any one time a majority of the Board must not receive compensation or be related to another person who receives compensation paid by OACC.

19. ARBITRATION
19.1. In the case of a dispute which cannot be resolved, the arbitration will be regulated by the Arbitration Act. (See Section 22 of the Societies Act.)

20. INDEMNIFICATION OF THE SOCIETY
20.1. All Members covenant and agree to and shall indemnify and save harmless One Aim Cycling Club, effective as of the time of becoming a Member, from and against any claims, demands, actions, causes of actions, damages, losses, costs, liabilities or expenses whatsoever which may be brought against OACC or which it may suffer or incur as a result of any breach, inaccuracy or incorrectness of any representation and warranty. The indemnity under this section applies only to the extent not reimbursed by insurance and not resulting from OACC’s negligence or wilful misconduct. One Aim Cycling Club shall not be entitled to indemnification unless it has given written notice of its claim for the indemnification to the Member within two years of the membership renewal.

21. FINES
21.1. Any Member who contravenes Society By-Law may be fined up to and including $5.00. (See Section 23 of the Societies Act.)
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<th>Print Name</th>
<th>Address</th>
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<tbody>
<tr>
<td>Nigel Brockton</td>
<td>174 Tuscany Ravine Road NW, Calgary, AB, T3L 2T1</td>
<td><a href="mailto:Nigel.Brockton@albertahealthservices.ca">Nigel.Brockton@albertahealthservices.ca</a></td>
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<td>Signature:</td>
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<tr>
<td>Jonathan Bell</td>
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<tr>
<td>Matt Wolske</td>
<td></td>
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<tr>
<td>Kevin Jones</td>
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<td><a href="mailto:kevinj37@gmail.com">kevinj37@gmail.com</a></td>
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<td>WITNESS:</td>
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