

**RANDONNEURS ONTARIO LONG DISTANCE CYCLING ASSOCIATION INC.  
By-Law No. 1 (incorporation originally approved by members at AGM of Nov 6, 2000.)**

**Revision 1 approved November 6, 2004  
Revision 2 approved October 29, 2005  
Revision 3 approved September 17, 2007  
Revision 4 approved September 15, 2013  
Revision 5 approved September 13, 2015**

A By-law relating generally to the transaction of the affairs of Randonneurs Ontario Long Distance Cycling Association Inc., a corporation incorporated under the Corporations Act, Ontario.

Be it enacted as a by-law of the Randonneurs Ontario Long Distance Cycling Association Inc. as follows:

**Head Office**

1. The head office of the corporation shall be in the Province of Ontario, and at such place therein as the directors may time to time determine.

**Seal**

2. The seal, an impression of whereof may be stamped in the margin hereof, shall be the Corporate Seal of the Corporation.

**Board of Directors**

3. The affairs of the Corporation shall be managed by a Board of Directors, of at least seven (7) directors, each of whom at the time of the director's election and throughout the director's term of office shall be a member of the corporation. Each director shall be elected to hold office until the first annual meeting after the director shall have been elected, or until the director's successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of the director's term in office, and may, by a majority of the votes cast at that meeting, elect any person in the director's stead for the remainder of the director's term.

The President, Vice-President – Administration, Secretary, and Treasurer, elected by the members at the annual meeting, will be members of the Board of Directors *ex officio*. Chapter Vice-Presidents will be elected by eligible members at the annual meeting, and will be members of the Board of Directors *ex officio*. There shall be at least two directors at large elected by the members

**Officers of the Corporation**

4. At each annual meeting there shall be elected from the members of the Corporation a President, a Vice-President Administration, a Secretary, a Treasurer, a Vice-President for each

constituted chapter, a Director of Communications, and such other officers as the Board of Directors may authorize from time to time. One person may hold more than one office except the offices of President and Vice-President – Administration. Each officer shall hold office until the first annual meeting after the officer is elected or until the officer's successor is duly elected. In the event of the death, disqualification or resignation of an officer of the Corporation prior to the annual meeting, the directors may appoint a person to fill the vacancy created and such appointment shall be valid until the next annual meeting of the Corporation or until the officer's successor is elected by the members.

#### **Election of Officers and Directors**

5. Nominations bearing the signature of two club members, other than the candidate nominated, and bearing a signed statement of the candidate accepting the nomination, may be submitted in writing (or by email) to the Secretary prior to the annual meeting. In addition, nominations (supported by two club members other than the nominee) may be submitted from the floor of the annual meeting. If only one nomination is received by the Secretary for a particular office, the candidate for that office will be acclaimed as elected at the annual meeting. In the election of directors at-large, if the number of candidates is equal to the number of at-large positions, the candidates will be acclaimed as elected at the annual meeting. In the event that more than one nomination is received for an office, or that the number of candidates for the at-large positions exceeds the number of those positions, the Secretary shall cause notice of the candidates and a proxy for election to be circulated to members of the Corporation with the notice of the annual meeting. Proxies, appropriately completed, shall be returned by members to the Secretary, or, if deemed appropriate, to a Returning Officer appointed by the Board of Directors for this purpose from among the members of the Corporation, in person or by mail, no later than the commencement of the annual meeting. The proxies shall be counted by the Secretary or the Returning Officer during the course of the annual meeting. The candidate who receives the largest number of votes shall be deemed elected.

#### **Vacancies, Board of Directors**

6. Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. Whenever there is not a quorum of directors in office, the remaining directors shall forthwith call a meeting of the members to fill the vacancy or vacancies, and if there be no director then in office, the meeting may be called by any member. If the number of directors is increased between the terms, a vacancy or vacancies in the Board, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### **Quorum and Meetings, Board of Directors**

7. A quorum of the Board of Directors for the transaction of business shall be a simple majority, but must include two of the following three Officers: the President, the Vice-President - Administration, or the Secretary. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine, including by way of telephone conference. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in

their absence. Directors' meetings may formally be called by the President or the Vice-President - Administration, or by the Secretary on the direction of the President or the Vice-President - Administration, or by the Secretary on the direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or emailed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for the regular meeting at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual general meeting of the Corporation, The directors may consider or transact any business, either special or general, at any meeting of the Board.

#### **Errors in Notice, Board of Directors**

8. No error or omission in giving such notice for a meeting of directors shall invalidate or make void any proceeding taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### **Voting, Board of Directors**

9. Unless otherwise required herein or in the Letters Patent of the Corporation, questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to the President's original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so directed by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President the President's duties may be performed by the Vice-President - Administration or such other director as the board may from time to time appoint for the purpose.

#### **Powers**

10. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in the name of any kind of contract into which the Corporation may lawfully enter and, save as herein provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do except that the Corporation shall not purchase, mortgage, lease, convey, or otherwise deal in real property except by authority of a resolution passed at an Annual or Special meeting of its members by at least four-fifths (4/5) of the votes cast.

#### **Remuneration of Directors**

11. The directors shall receive no remuneration for acting as such.

#### **Duties of President and Vice-President - Administration**

12. The President, shall, when present, preside as Chair, at all meetings of the members of the Corporation and of the Board of Directors. The President shall, subject to the control of the

Board of Directors, be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws. The President shall be elected for no more than **four** consecutive terms. (*Revision 2*)

The Vice-President - Administration, in the absence of the President or during the President's inability to act, shall perform all duties and exercise all the authority vested in the President. The Vice-President - Administration shall be responsible for the administration of the homologation of brevet rides, and in that capacity, will maintain communications both with those delegated to certify brevet rides by the Audax Club Parisien and with those club members responsible for the organization of brevet rides in each of the club's chapters. The Vice-President - Administration shall perform such other duties as may from time to time be determined by the Board of Directors.

#### **Duties of the Secretary**

**13.** The Secretary shall be *ex officio* clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

#### **Duties of the Treasurer**

**14.** The Treasurer, or person performing the usual duties of a 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 such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required of the Treasurer, an account of all the Treasurer's transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### **Duties of the Chapter Vice-Presidents**

**15.** The Chapter Vice-Presidents and/or designate as appointed by the Board shall, with appropriate consultation with members in good standing develop the brevet ride schedules that would include ACP and non-ACP sanctioned events. The draft schedules would be presented to the membership for approval at the Annual General Meeting, or as soon thereafter as is practicable. The Board of Directors (Board) would have the authority to approve these schedules prior to, or following the AGM if the Board thought it necessary. In the event the Board were to approve the schedules for submission to ACP the membership would be informed at the AGM of their decision and the rationale for the same. (*Revision 2, Oct. 29, 2005*)

Each Chapter Vice-President shall take appropriate steps to recruit new members to their respective chapters, and to arrange social and charity functions as deemed appropriate by the members of the chapter. Each Chapter Vice-President will investigate any report of member impropriety during the course of a brevet ride and report the findings of such investigation to the Board of Directors. Each shall also perform such other duties as may be from time to time be determined by the Board of Directors.

### **Execution of Documents**

**16.** Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President - Administration and by the Secretary, and the Secretary may affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President - Administration, Treasurer or by any person authorized by the Board.

The President, Vice-President - Administration, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any or all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate seal to any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Corporation may or shall be executed.

### **Books and Records**

**17.** The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

### **Membership**

**18.** There shall be the following classes of membership in the Corporation:

- a) Honourary Members - Honourary membership in the Corporation may be granted by the Board of Directors to such persons as the Board may from time to time in its sole discretion deem fit. Honourary members shall be entitled to attend, but shall not be entitled to vote at meetings of members nor to be elected as directors nor shall pay any fees, dues, assessments or other sums levied on ordinary members. Honourary Members may be included in non-riding club events on the same basis as Ordinary Members at the Board's discretion (e.g. Annual Banquet, etc.).

- b) Ordinary Members (or “member”) - Ordinary membership in the Corporation shall be granted by the Board of Directors to such persons as have attained their eighteenth birthday; and executed and submitted an application for membership and a waiver of claims against the Corporation and such other releases or other documents as shall be required, and in the form required from time to time (including electronic form), by the Board; paid such initial and annual membership fees as the Board may from time to time prescribe; and have been approved by the Board. Persons under the age of 18 are only granted membership as part of a family membership. Such persons must be accompanied by their parent or legal guardian on all rides. (Revised Nov. 6, 2004).
  
- c) Day Members – “Day Membership” in the Corporation shall be granted by the Board of Directors to such persons as have attained their eighteenth birthday; and executed and submitted an application for day membership and a waiver of claims against the Corporation and such other releases or other documents as shall be required, and in the form required from time to time (including electronic form), by the Board. A Day Membership shall entitle a Day Member to participate in one (1) Brevet or Populaire ride without payment of membership fees, provided such Day Member completes all prescribed documents noted above and also purchases the required insurance from the Ontario Cycling Association. Day Members shall be entitled to attend, but shall not be entitled to vote at meetings of members nor to be elected as directors nor shall pay any fees, dues, assessments or other sums levied on Ordinary Members. Day Members may be included in non-riding club events on the same basis as Ordinary Members at the Board’s discretion (e.g. Annual Banquet, etc.).

Members may resign in writing, which resignation shall be effective upon acceptance thereof by the Board of Directors. A member shall remain liable for payment of any assessment, fee or other sum levied or which became payable by the member to the Corporation prior to acceptance of the member’s resignation. A member may be expelled from membership in the Corporation by resolution passed by two-thirds (2/3) of the members Corporation entitled to vote at any annual or special general meeting.

### **Regional Chapters**

**19.** Members shall be organized into regional Chapters. Each chapter shall have the exclusive right to organize and conduct brevets in the Corporation’s name that start and finish in the geographical area prescribed for the Chapter.

The Corporation recognizes the Toronto Chapter as operating within the geographical limits of, and shall include members who, are normally resident in the Regional Municipalities of York, Peel and Durham, Halton Hills, the City of Hamilton and the City of Toronto.

The Corporation recognizes the Ottawa Chapter as operating within the geographical limits of, and shall include members who are normally resident in the Regional Municipality of Ottawa – Carleton and the counties of Eastern Ontario. (Renfrew County, Lanark County, Carleton County, Russell County, Prescott County, Glengarry County, Stormont County, Dundas County, Grenville County, Leeds County, Frontenac County, Lennox and Addington County, Hastings County, Haliburton County, Peterborough County, Victoria County, Northumberland

County, Prince Edward County). (*Revision 1, Nov. 6, 2004*)

The Corporation recognizes the Simcoe-Muskoka Chapter as operating within the geographical limits of, and shall include members who, are normally resident in Simcoe County, and Muskoka and Parry Sound townships and Dufferin County. (*Revision 1, Nov. 6, 2004*)

The Corporation recognizes the Huron Chapter as operating within the geographical limits of, and shall include members who are normally resident in, the counties of Grey, Bruce, Huron, Lambton, Middlesex, and Perth.

The Board of Directors may receive applications to establish further regional chapters and may, upon satisfying themselves that an application meets the applicable conditions, may by by-law amendment establish a regional chapter.

Further regional Chapters may be established upon:

- a) receipt by the Board of Directors, no later than September 30 in the fiscal year prior to the year in which the prospective chapter is to commence activities, of an application by not less than four members specifying:
  - i. a geographical area in which all of the applicants reside which is approved by the Board as suitable for the operation of the regional chapter;
  - ii. attaching route sheets for at least one two hundred kilometre brevet and one three hundred kilometre brevet that meet the Corporation's guidelines for route development;
  - iii. an undertaking to organize and complete one two hundred kilometre brevet and one three hundred kilometre brevet in the subsequent fiscal year; and
  - iv. the name of one or more members of the Corporation normally resident in the geographic area described by the prospective Chapter in nomination for the position of Chapter Vice-President for that Chapter.
- b) approval of the application and enactment by the Board of an amendment to this by-law establishing the Chapter, provided that such by-law amendment shall not take effect until its approval by a majority of the votes cast at an annual or special meeting of the members; and
- c) confirmation by the members of a by-law amendment establishing the Chapter by a majority of two-thirds the votes cast at an annual or special meeting of the members.

The Board of Directors may disband a chapter in the event that the Board determines that any one of the four conditions for the establishment of a chapter are or will not be met in any fiscal year.

In the event that a prospective member does not live in a geographic region associated with an existing chapter, that prospective member may join the chapter which is closest to the prospective member's residence.

The operations of each chapter shall be under the general organizational direction of a Chapter Vice-President. Each Chapter Vice-President shall be elected by the members normally resident in the geographic region associated with such Chapter. Notwithstanding the foregoing, the Vice President of the Ottawa Chapter shall be elected at the annual general meeting by the members of the Ottawa chapter and those members normally resident in the Province of Quebec.

### **Dues**

**20.** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the whole Board of Directors, which vote shall become effective only when confirmed by a vote of members at an annual or other general meeting.

In addition, all members must purchase Insurance issued by the Ontario Cycling Association (“OCA”) on an annual basis for each year of membership if they participate in any rides, and may be required to show proof of such Insurance as a condition of membership. Such Insurance may be purchased by means offered by the Corporation, or by any other organization affiliated with the OCA.

Following the AGM, the Secretary shall notify the members of the dues and/or fees payable by the members in connection with the following year’s membership, which upon payment of the prescribed dues and fees, such membership shall be in effect from January 1 through December 31 of the applicable year.

### **Annual and Other Meetings of Members**

**21.** The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine. The annual meeting shall be held on, or about, the *second Sunday in September*, or on such day as the Board of Directors shall otherwise appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the Treasurer shall be presented, a board of directors elected, and at the option of the Board auditors may be appointed for the ensuing year and if so, the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without notice thereof at any meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or email, twenty days before the time fixed for the holding of such meeting.

Notice of the date, time, place and the general nature of the business to be transacted at every meeting of members shall be given not less than ten (10) days before the time fixed for the holding of such meeting to each member in good standing on the records of the Corporation as of the date of notice, provided always that any meetings of members may be held at any date and time, and in any place in Ontario without such notice if all members of the Corporation are present in person or represented by proxy duly appointed, or if all the absent members entitled to notice of such meeting shall have waived notice or signified their assent in writing to such



meeting being held in their absence, provided that such waiver or assent may be validly given either before or after the meeting to which such assent relates.

#### **Error or Omission in Notice**

**22.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be the member's last address recorded on the books of the Corporation.

#### **Adjournments**

**23.** Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### **Quorum of Members**

**24.** A quorum for the transaction of business at any meeting of members shall consist of not less than twenty percent (20%) of members in good standing in person or represented by proxy but must include two of the following three Officers: the President, the Vice-President - Administration, or the Secretary.

#### **Voting of Members**

**25.** Subject to the provisions, if any, contained in the Letters Patent of the Corporation, and Section 18 above which defines Classes of Membership, each member of the Corporation shall at all meetings of members be entitled to one vote and the member may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from the member's constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

### **Proxies**

**26.-** Every member of the Corporation entitled to vote at a meeting of members may by means of a proxy appoint a person, who need not be a member, as the member's proxy holder to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy. The proxy shall be in writing executed by the member or the member's attorney authorized in writing and shall conform with the requirements of the Ontario Corporations Act. The proxy shall cease to be valid after the expiration of one (1) year from the date thereof. The proxy shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or before such earlier time as the Board of Directors may fix by resolution.

### **Financial Year**

**27.-** Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the thirtieth day of September in each year.

### **Cheques Etc,**

**28.** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be 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 of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "*for collection*" or "*for deposit*" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

### **Indemnification**

**29.** Every director of the Corporation and the director's heirs, executors, 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 and from and against:

- a) all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action suit or proceedings which is brought, commenced or prosecuted against the director, for or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by the director, in or about the execution of the duties of the director's office;
- b) all other costs, charges and expenses which the director sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the director's own willful neglect or default.

### **For the Protection of Directors and Officers**

**30.** No director for the time being a director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director, officer, agent or servant or for joining in

any receipt or act for conformity or for any loss, damage, or expenses 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 or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tort act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of the director or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director or officer's own wrongful and willful act or through the director or officer's own wrongful and willful neglect or default.

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 as such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of the director or officer being a director or officer of the Corporation shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services, provided that:

- a) the director or officer makes full and complete disclosure to the Board of the member's relationship to such company and of any real or potential conflict of interest; and
- b) The director or officer abstains from any vote or debate in connection with the grant of any contract, commission, relationship or remuneration to such company.

#### **Amendment and Repeal of By-Laws**

**31.** Except as provided hereunder, this by-law and any other by-law of the Corporation may be amended or repealed by the Board of Directors but such amendment or repeal is effective only until the next annual or general meeting of the members unless confirmed thereat and in default of confirmation thereat, ceases to have effect at and from that time.

The Secretary shall notify members of the Corporation of any and all resolutions which would amend the by-laws of the Corporation, or would modify or supplement the Regulations Governing Riders and Events of the Brevets des Randonneurs Mondiaux, with the notice of meeting at which such resolutions are to be discussed.

#### **Interpretation**

**32.** In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*.

### **Electronic Communications**

33. - As an alternate to a hard copy of a signature for nominations of candidates, acceptance of a nomination, proposed amendments to the By Laws, appointment of a proxy, or for any other written communication an electronic statement (email) sent to the Secretary or members of the Board will have the same bearing as a hard copy signature. (*Revision 2 Oct. 29, 2005*)

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