

Motions to Amend the MCA Constitution

MOTIONS PASSED BY THE MCA BOARD OF DIRECTORS ON September 17, 2012

EXISTING MCA CONSTITUTION

PROPOSED AMENDMENT

EXPLANATION

Motion #1/2012 - Purpose

Note that numbers are re-ordered as necessary.

Statement of Purpose

1. "To foster Interest, Participation and Excellence in Cycling by representing the interests of cyclists through leadership and by providing support to cyclists."

1. To develop Excellence, Participation and Interest in cycling throughout Manitoba.

Revised to remove old language "foster", redundancy ("through..."), and awkward wording. Revised to make statement more memorable and reflective of the organization's priorities.

Motion #2/2012 - Membership

Membership

Re-ordered section – one must be a member before anything else happens, like director or committee appointments.

26. Membership in the Association is open to any person, group or organization interested in and subscribing to the goals of the Association and whose application for membership receives the approval of the Board.

4. Membership in the Association is open to any person, group or organization interested in and subscribing to the goals of the Association and whose application for membership receives the approval of the Board.

No change - repeated for clarity in leading in to para. 5.

New paragraph

5. There are two classes of membership in the Association:
a. Individual
b. Club

Creation of two classifications of members, which is already done in practice.

29. Membership in the Association shall entitle the person to all the rights and privileges established by the Board.

8. Individual membership in the Association shall entitle the person to all the rights and privileges established by these bylaws or the Board, including voting rights. The voting rights of individual members who are younger than sixteen (16) years of age ("minor") are vested in the parent or guardian of the member.

Clarifies that individual members guide the organization, and that the voting rights of kids vests in their parents (currently, kids can vote).

For example, a parent who is a member and

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who has a minor who is also a member will have a total of 2 votes. These votes could be exercised by proxy. See para. 45

9. Club membership in the Association shall entitle the club to all the rights and a privilege established by this bylaw or Board resolution or policy, but excludes voting rights.

Clarifies that Clubs are entitled to the rights and benefits established in Board policy and rules, but a club, as a separate entity, does not have voting rights (the members of the club do, however).

Motion #3 / 2012 - Directors

Directors

4. The property and business of the association shall be managed by eight (8) Directors, who must be eighteen (18) years of age, or older, and members of the association.

10.. The property and business of the association shall be managed by eleven (11) Directors, who must be eighteen (18) years of age, or older, and members of the association in good standing.

Updated to match the number of directors and "in good standing"

6. The Directors and their re-elections cycles are:

12.. The Directors and their re-elections cycles are:

Revised to add Cross director, and to add clarity to the re-election cycle. Duties revised to separate paragraphs.

Director Re-election Cycle
 President Even numbered years
 Vice-President Even numbered years
 Secretary Odd numbered years
 Treasurer Odd numbered years
 Mountain Bike Coordinator Even numbered years
 Road Coordinator Odd numbered years
 Recreation & Transportation Coordinator Even numbered years
 Provincial Program Coordinator Odd numbered years
 KOM Program Coordinator Even numbered years
 BMX Coordinator Odd numbered years

Even Years	Odd Years
President	Vice President
BMX Coordinator	Secretary
Cyclocross Coordinator	Treasurer
KOM Coordinator	Provincial Program Coordinator
Mountain Bike Coordinator	Road Coordinator
Recreation and Transportation Coordinator	

Directors assume their responsibilities at the adjournment of the Annual General Meeting at which they were elected.

Directors job descriptions are provided in a separate policy.

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New paragraph	13. Directors assume their responsibilities at the adjournment of the Annual General Meeting at which they were elected.	Same as in para 6. Part about job descriptions moved to para 19 and 20.
12. Such vacancies as occur between Annual General Meetings may be filled by the Board.	18. Vacancies that occur between Annual General Meetings may be filled by the Board for the remaining duration of the original term.	Remove "such...as", and add that the term is to be completed until the next election cycle.
13. If at any time the total number of Directors becomes five (5) or less the remaining Directors shall call a Special General Meeting of the members of the Association within thirty (30) days in order to fill all of the vacancies.	19. If at any time the total number of Directors becomes six (6) or less the remaining Directors shall call a Special General Meeting of the members of the Association within thirty (30) days in order to fill all of the vacancies.	Revised to increase the requirement in accordance with increasing the size of the Board.
19. The Directors may exercise all the powers of the Association except those which by Law or by these By-laws can only be exercised by members.	25.. The Directors may exercise all the powers of the Association between Annual General Meetings except those which by Law or by these By-laws can only be exercised by the membership.	Revised for clarity. The Board can exercise all powers of the Association in between AGM or Special Meetings, where the Board's authority ceases and the membership takes over again.
Specifically, the Directors may do any or all of the following things: a) Authorize expenditures, including payment for expenses incurred prior to the enactment of this By-law; b) Delegate the power to employ and pay salaries; c) Make appropriate rules for the operation of the Association.	<p>Specifically, the Directors may:</p> <ul style="list-style-type: none"> a. Authorize expenditures, including payment for expenses incurred prior to the enactment of this By-law; b. Delegate the power to employ and pay salaries; c. Make appropriate rules for the operation of the Association; d. Create Policy for the Association, including policies regarding the specific duties of each Director; e. Create policies, guidelines and rules with regard to the operation of Standing or Ad Hoc Committees; f. Ensure that decisions made on behalf of the membership are carried out; g. Review Committee, Executive and other reports; h. Review all programs against policy and comment on the effectiveness of such programs at the Annual General Meeting; i. Review proposed changes to By-laws and make recommendations to the membership at the Annual General Meeting; j. Present annual reports to the membership at the Annual General Meeting. 	Revised to combine with para 20 to create a full list. Add para 9 about the policy for job descriptions is added to item. Add new item for creating policy and rules for Committees.

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20. In addition to those powers and duties already provided herein, the business of the Board may also include:	Remove	As above
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| <ul style="list-style-type: none"> a) Creation of Policy for the Association b) Ensuring that the decisions taken on behalf of the membership are carried out; c) Reviewing Committee, Executive and other reports; d) Reviewing all programs against policy and commenting on the effectiveness of such programs at the Annual General Meeting; e) Reviewing proposed changes to By-laws and making recommendations to the membership at the Annual General Meeting; f) Presenting annual reports to the membership at the Annual General Meeting. | Remove | As above |
|---|---------------|----------|

Motion #4 / 2012 - Committees

New section	Committees:	New Section								
	<p>31. The activities of the Association will be organized and carried out by Standing and Ad Hoc Committees. Standing Committees will be responsible for the following areas of activity that are continuously needed by the membership:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <tr><td>BMX</td></tr> <tr><td>Cyclocross</td></tr> <tr><td>Executive</td></tr> <tr><td>KOM</td></tr> <tr><td>Mountain Bike</td></tr> <tr><td>Provincial Program</td></tr> <tr><td>Recreation and Transportation</td></tr> <tr><td>Road</td></tr> </table> <p>Ad Hoc Committees may be created by ordinary resolution of the Board and assigned responsibility for inquiry, projects or activities that are expected to be "one time" or of limited duration.</p>	BMX	Cyclocross	Executive	KOM	Mountain Bike	Provincial Program	Recreation and Transportation	Road	<p>Creation of committees, as is the current practice. Creation of an Executive Committee in order to get tasks done more efficiently.</p>
BMX										
Cyclocross										
Executive										
KOM										
Mountain Bike										
Provincial Program										
Recreation and Transportation										
Road										
	<p>32. The Chair of each Standing Committee will be the Directors elected or appointed to the respective cycling</p>	<p>Clarifies that each discipline director is the Chair of the committee.</p>								

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discipline, with the exception that the President will be the Chair of the Executive Committee.

33. With the exception of the Executive and Provincial Program Committees, each club in good standing may appoint an individual member as a representative of the club on that Committee.

Each club in good standing has the right to have a representative on each discipline committee. Clubs have the discretion whether or not to exercise this right. As an inherent right, the Board may appoint other members to the Committee too.

34. The Executive Committee will be composed of the President, Vice-President, Secretary, Treasurer and Executive Director of the Association, and will have the authority to oversee the implementation of Board policies during the interval between Board meetings, and shall perform other duties as prescribed by the Board.

Creation of an Executive Committee.

35. The Provincial Program Committee will be composed of a representative of the parents or legal guardians of the athletes in the program, a representative of the athletes in the program, and a representative from the cycling coaching community. All members must be in good standing with the Association.

Creation of the PP Committee, which must have the 3 reps named. As an inherent right, the Board may appoint other members to the Committee too.

Motion #5 / 2012 - Conflict of Interest

New Section

Conflict of Interest

36. A Director or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed policy, transaction, contract, event, clinic or race, will disclose fully and promptly the nature and extent of the interest to the Board of Directors or Committee members.

Basic conflict of interest section for Board or Committee members.

37. In addition, a Director or Committee member in a conflict of interest must

- a. Speak to the matter if requested by the Chair of the meeting;
- b. Refrain from further interaction or influence of the decision in the matter on request of the Chair;
- c. Refrain from voting on the matter.

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Motion #6 / 2012 - Discipline

30. At any time, the Board may hear charges against a member. If the Board is of the opinion that such member has violated any provision of the Association's By-laws, or regulations, or has been guilty of any conduct detrimental to the Association, the Board shall call a hearing.

38. At any time, the Board may create a Disciplinary Committee, as an Ad Hoc Committee, to hear charges against a member, to make further inquiries about the charges, and to make recommendations to the Board. If the Board is of the opinion, after reviewing the report of the Disciplinary Committee, that the member has violated any provision of the Association's By-laws, regulations, rules, or has conducted himself/herself in a manner detrimental to the Association, the Board may implement the Committee's recommendations or call a hearing.

Clarifies that the Board can create a disciplinary committee to make inquiries and recommendations to the Board, who then implements the recommendations or conducts a full Board hearing.

33. A member who has been expelled, suspended or disciplined under this provision may appeal the decision of the Board to the next General meeting, whether Annual or Special, of the members.

Removed

Removed provision as an unnecessary and cumbersome level of appeal.

Motion #7 / 2012 - AGM Reports, Voting and Proxy

Annual General Meeting

- a) Reports of the individual Directors
- b) The financial statement and the report of the auditors
- c) Elections to replace retiring Directors
- d) The appointment of auditors for the ensuing year

- a) Reports of the individual Directors including the activities of their respective Standing Committees;
- b)-d) same.

45. Votes may be given either personally or by proxy, except as otherwise provided herein. At every meeting at which a member is entitled to vote, every such member present in person shall have one vote on a show of hands. Upon a poll or secret written ballot in which he is entitled to vote, every member present in person or by proxy shall have one vote.

52.. Votes may be given either personally, through vested rights of a parent or guardian and/or by proxy, in the following manner:

Member present in person	One vote
Member whose rights have vested in a parent or guardian	One vote
Member present by proxy	One vote

Clarification and addition of the vesting of voting rights.

For example:

A member has one vote, but may also hold a proxy for another member; hence, he/she has two votes at the meeting.

A non-member parent who also has a minor child that is a member, has one vote.

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A member who also has a minor child who is also a member, has 2 votes.

A member who has one vote, but holds a proxy from a different member who is also vested with the voting rights of a minor, has 3 votes at the meeting.

46. Proxy votes will only be permitted from members residing a distance greater than 100 km from the City of Winnipeg. (AGM October 1, 1989) An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be in the following form or in any other form which complies with the requirement of the Act.

53 same

"The undersigned member of the Manitoba Cycling Association hereby appoints _____ of _____ as

the nominee of the undersigned to attend and act for and on behalf of the undersigned at the _____ meeting of the members of the said Association to be held on the _____ day of _____, 20____, and at any adjournment thereof in the same

manner, and to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

Dated the _____ day of _____, 20____.

Signature of Member Witness

(This form of proxy must be signed by the member.)

"I am an individual member of the Manitoba Cycling Association who resides greater than 100 kms. from Winnipeg, and I hereby appoint _____ of _____ as my nominee to attend and act on my behalf at the Annual or Special General Meeting of the membership to be held on the _____ day of _____, 20____, or at any adjournment of this meeting.

I also declare that I am the parent or legal guardian of _____ individual member(s) who are younger than 16 years of age. (strike out if not true).

My nominee, who is a MCA member in good standing, may act in the same manner, and to the same extent and with the same power as if I were personally attending the meeting.

Dated the _____ day of _____, 20____.

Signature of Member

Witness

(This form of proxy must be signed by the member and a witness.)

Revised for clarity and to include the possibility that an out of town member could also be a parent of a minor member (and therefore have 2 votes), and the sum of those votes be transferred to the nominee through the proxy.

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Motion #8 / 2012 - Contracts

Signing of Documents

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

56. Any contracts or other documents **concerning a power or authority that has not been delegated to a Director by the Board** shall be subject to the prior approval of the Board and subsequently signed by those persons duly authorized to do so.

Revised since it is inconsistent with para 51, which, for example, allows the Board to delegate the authority to enter into contracts in the MCA's name. Also there are inherent powers of a Board to enter into contracts, which may be delegated under certain conditions.

Motion #9 / 2012 - Policies

Policies

51. The Board may develop such policies, not inconsistent with these by-laws, relating to the management and operation of the Association as they deem appropriate. Such policies, once approved by the Board, shall be of the same force and effect as this constitution, with the exception that they may be amended by a simple majority vote of the Board.

Removed.

Redundant to para 19 (d) which deals with powers of the Board to make policy.

Motion #10 / 2012 - Auditors

Auditors

52. At each Annual General Meeting the members shall appoint an auditor.

58. At each Annual General Meeting the members shall appoint an auditor **or delegate the authority to appoint an auditor to the Board of Directors.**

Allows the Board the flexibility to negotiate with different auditors in order to manage fees without the need for waiting until the next AGM. Reporting to the members at the AGM remains the same. Members retain the ability to appoint an auditor at the AGM ("or").