

**The official name of the Society is the
B.C. RANDONNEURS CYCLING CLUB**

**Founded March 13, 1996
Incorporation Number S-35024**

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PART 'A': The PURPOSES of the SOCIETY (henceforth called the Club) are:

1. To develop, manage and conduct randonneuring brevets throughout British Columbia under the conditions, directives, and rules of **Les Randonneurs Mondiaux and Audax Club Parisien**, the worldwide governing organizations of Randonneurs.
2. To work co-operatively with community groups, individuals, agencies, and organizations (public, private, and professional) to enhance the safety of individuals participating in the sport of Randonneuring and in the activity of cycling.

PART 'B': MEMBERSHIP

1. Members of the Club are persons who have become members in accordance with these conditions and are defined as "Ordinary Members" .
 - a) An "Ordinary Member" (also referred to as a 'Member") shall
 - (1) be a person who is a fully paid-up Member of the Club
 - (2) be eligible to hold office or be a Director of the Club
 - (3) be eligible to participate in all activities of the Club; and
 - (4) be a voting member with one (1) vote at all Annual and any General Meeting of the Club
2. Application for Membership
 - (a) A person may apply to the Directors for membership in the Club and on acceptance by the Directors shall be a member.
 - (b) An applicant for membership, otherwise qualified under the Society Act and these conditions and having had his application for membership rejected by the Directors, may have his application accepted by an ordinary resolution of the Ordinary Members.
3. Membership Dues
 - (a) The membership fees are to be set by the Executive Committee to allow the club the fund the purposes outlined in the Constitution.
 - (b) Annual membership dues will be for a twelve month year commencing the first day of January each year and ending the last day of December in the same year.
 - (1) A person applying for membership after Sept. 15 of the current membership year will have their membership credited from the date of application until

December 31st. the following membership year.

4. Members in Good Standing

- (a) All members are in good standing who pay the current annual membership fee and sign the appropriate waivers.

5. Membership Responsibilities

- (a) Every member shall uphold, comply with, and abide by the provisions of the Constitution.

6. Membership Conduct

- (a) All behaviors, communication, and correspondence between and amongst Club Members, event participants, event officials, event volunteers, and spectators must be in a polite, respectful, and civil manner.
- (b) Complaints of improper conduct will be investigated by the Executive Committee, and may result in expulsion of the offending Member according to PART 'B':8)

7. Cessation of Membership

- (a) A person shall cease to be a Member of the club
 - (1) by delivering his/her resignation in writing to the secretary of the club or mailing or delivering it to the address of the club;
 - (2) on his death or on the termination of the Club.;
 - (3) on being expelled; for failing to comply with the provisions of the Constitution

8. Expulsion of a Member

- (a) A member may be expelled by a special resolution of the members passed at a General Meeting.
- (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

PART 'C: MEETING OF MEMBERS

1. Annual General Meeting (AGM)

- (a) An Annual General Meeting (AGM) shall be held in every calendar year and not more than 15 months after holding the last preceding Annual General Meeting.
- (b) The Annual General Meeting (AGM) shall be held at such time and place, in

accordance with the **Society Act**, as the Directors decide.

1) Club members residing in a region, other than the region in which the Annual General Meeting is being held, can participate in the meeting using electronic communication systems subject to the following conditions.

(a) A maximum of two electronic communication sites will be set up in each of the three other regions.

(b) the Regional Director, or his designate, will insure that the rules for voting at an Annual General Meeting are followed. (PART 'C':8)

(c) The business at an Annual General meeting shall include:

-the adoption of rules of order;

-the consideration of the financial statements;

-the report of the Directors;

-the report of the auditor, if any;

-the election of Directors;

-the appointment of the auditor, if required; and

-other business that, under the conditions of this Constitution, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the Annual General Meeting.

2. General Meetings

(a) In accordance with the **Society Act** the Directors can convene a General Meeting at such times and place, as they see fit, in addition to the Annual General Meeting.

(b) A General Meeting shall be held at such time and place, in accordance with the **Society Act**, as the Directors decide.

(c) The business at a General Meeting is considered to be Special Business and is all business conducted at an Annual General Meeting except

-the adoption of rules of order;

-the consideration of the financial statements;

-the report of the directors;

-the report of the auditor, if any;

-the election of directors;

-the appointment of the auditor, if required; and

-other business that, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration

3. Notice of Meetings

(a) Notice for the Annual General Meeting (PART 'C': 1) and for a General Meeting (PART 'C':2) must be given 14 days prior to date of the meeting to

(1) every member shown on the register of members on the day the notice is given; and

(2) the auditor, if required as condition of this Constitution.

- (b) No other person is entitled to receive a notice of an Annual or General Meeting.
- (c) A notice may be given to a Member, either personally or by mail at his/her registered address or by e-mail at his/her registered e-mail address.
- (d) A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was delivered to a Canada Post receptacle or posted electronically, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and that no e-notification was received by the sender advising the message could not be delivered.

4. Rules of Quorum at a General Meeting

- (a) A quorum is 10% of the total voting members in good standing but shall not be less than 3 Members.
- (b) If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place.
- (c) At a General Meeting no business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted when a quorum is not present.
- (d) If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5. Adjournment of a General Meeting

- (a) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a General Meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided by this Constitution, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

6. Position of the Chair at a General Meeting

- (a) The President of the Club, the Vice-President or in the absence of both, one of the other Directors present, shall preside as Chairman of a General Meeting.
- (b) If there is no President, Vice-president or other Director present within 15 minutes after the time appointed for holding the meeting;

or

the President and all the other Directors present are unwilling to act as Chairman, the members present shall choose one of their number to be Chairman.

7. Proposal of Resolutions at a General Meeting

- (a) No resolution proposed at a General Meeting need be seconded and the Chairman of a meeting may move or propose a resolution.
- (b) In case of an equality of votes the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

8. Rules of Voting at an Annual General Meeting and a General Meeting

- (a) A voting member present at a meeting of Members is entitled to one vote.
- (b) Voting is by show of hands.
- (c) Voting by proxy is not permitted.

PART 'D' : DIRECTORS AND OFFICERS

1. Composition of Club Directorship (the Executive Committee)

- (a) The President, Vice-President, Secretary, Treasurer, four Regional Directors and no fewer than three (3) or more than six (6) Directors at Large shall be Directors of the Club.
- (b) The immediate Past-President shall be an ex-officio member of the Executive with full voting privileges.

2. Election of Directors

- (a) All Directors shall retire from office at each Annual General Meeting
- b) Separate elections shall be held for each office to be filled.
- (c) An election may be by acclamation; otherwise it shall be by electronic ballot, the results of which are announced at the Annual General Meeting
- (d) Directors can be re-elected or be returned to serve in the same position by acclamation should the position not be contested.

3. The Roles of Directors

- (a) Duties of the President

- The President shall preside at all meetings of the Club and of the Directors.
- The President is the chief executive officer of the Club and shall provide direction, oversee and supervise the other officers in the execution of their duties to achieve the purposes for which the Club was formed.

(b) Duties of Vice-President

- The Vice-President shall assist the President to carry out his duties and perform the duties of the president during his absence.
- Undertake other special projects that may arise from time to time.

(c) Duties of the Secretary

- conduct the correspondence of the Club;
- issue notices of meetings of the Club and Directors and prepare the meeting agendas.
- keep minutes of all meetings of the Club and Directors and make these available to all Club members
- have custody of all records and documents of the Club except those required to be kept by the Treasurer;
- have custody of the common seal of the Club if provided by the directors;
- have custody of a current copy of the register of members from the Database Manager.
- file annual reports with the Register of Companies (in Form 11 as set out in Section 68 of **the Society Act**).
- provide other documents to government departments as may be required.

(d) Duties of the Treasurer

- keep such financial records, including books of account (receipts and expenditures for all Club events and activities); as are necessary to comply with the **Society Act**, and;
- render financial statements including the annual audit, to the directors, members and others when required; and
- deposit all monies received by the Club in a Chartered Bank or Credit Union.

(e) Duties of the Regional Directors

- represent the interests of the members within their respective region at meetings of the Executive Committee.
- ensure the business of the Club is being carried out within each region
- chair administrative and other committees that may be created from time to time to carry out the business of the Club by the Executive Committee
- undertake specific responsibilities as required for the normal operations of the Club.

(f) The Directors at Large

- Participate in the administrative and decision making business of the Executive Committee
- chair administrative and other committees that may be created from time

to time to carry out the business of the Club by the Executive Committee -undertake specific responsibilities as required for the normal operations of the Club.

4. Resignation or absence of a Director

- (a) If a Director missed three consecutive Directors' meeting, resigns their office or otherwise ceases to hold office, that Directorship is deemed to be vacant.

5. Removal of a Director by the Club Membership

- (a) The members may by special resolution remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

6. The Appointment of Directors

- (a) Directors may appoint an Ordinary Member to fill a vacant Director position.
- (b) A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Club, but is eligible for election.

7. Reimbursement of Directors' Expenses

- (a) No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Club.

PART 'E': POWER AND PROCEEDING OF DIRECTORS

1. Powers of Directors

- (a) The Directors may exercise all such powers and do all acts and things that the Club may exercise and do and which are not by the Constitution or by statute or otherwise lawfully directed or required to be exercised or done by the Club in General Meeting, but subject, nevertheless, to
- (1) all laws affecting the Club;
 - (2) the terms; and rules, not being inconsistent with these conditions, which are made from time to time by the Club in General Meeting.
- (b) No rule/condition, made by the Club in a General Meeting, invalidates a prior act of the Directors that would have been valid if the rule had not been made.

2. Meetings of the Directors

- (a) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- (b) The Directors may from time to time fix the quorum necessary to transact business and unless so fixed the quorum shall be a majority of the directors then in office.
- (c) The President shall be Chairman of all meetings of the Directors, but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairman, but if neither is present the directors present may choose one of their number to be Chairman at that meeting.
- (d) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- (e) For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Executive Committee, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

3. Delegation of Committees

- (a) The Directors may delegate any, but not all, of their powers to sub committees consisting of such Director, or Directors or other club member as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- (c) A committee shall elect a Chairman of its meetings; but if no Chairman is elected or if at any meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be Chairman of the meeting.
- (d) The members of a committee may meet and adjourn as they think proper.

4. Operational Committees

- (a) The Club Directors from time to time and as may be deemed necessary for the successful operation of the Club create 'standing operational committees' and temporary operational committees with a designated Chairperson.

- (1) Standing Committees: Clothing acquisition and sales
 - : Pins and Awards
 - : Webmaster
 - : Database management
 - : ACP & RM Liaison
 - : Permanent s Manager
 - : Newsletter Editor

- (2) Temporary Committees: 1200km Event Organizers (i.e. Rocky Mountain

1200, Van Isl. 1200)
: Others as may from time to time be established by the
Directors.

5. Voting at Directors' Meetings

- (a) Questions arising at any meeting of the Directors and committee of directors shall be decided by a majority of votes.
- (b) In case of an equality of votes the Chairman does not have a second or casting vote.
- (c) No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chairman of a meeting may move or propose a resolution.
- (d) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
- (e) Resolutions may also be decided by majority vote of the Directors by telephone or e-mail. Such votes shall be formally affirmed and documented at the next scheduled meeting of the Executive Committee.

PART 'F': SUPPLEMENTARY BYLAWS

1. Interpretation : Definition of Terms

- (a) PART ' B' through through PART 'E" prescribe the rules and procedures by which the Club will manage and govern itself.
- (b) By this Constitution, unless the context otherwise requires,
 - (1) "Directors" means the Directors of the Club for the time being;
 - (2) "**Society Act**" means the Society Act of the Province of British Columbia and all amendments to it;
 - (3) "registered address" of a member means his address as recorded in the register of members.
 - (4) "mail" means sent by post or e-mail
- (c) The definitions in the **Society Act** on the date these bylaws become effective apply to this Constitution.
- (d) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- (e) Collectively the Directors may be referred to as the Executive Committee.

2. Club (Society) Seal

- (a) The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

- (b) The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution of if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

3. Borrowing

- (a) Neither by resolution of the Executive Committee or by resolution at an Annual General Meeting or General Meeting can the Club borrow monies to finance any Club sponsored or supported activity.

4. Auditor

- (a) This part applies only where the Club is required or has resolved to have an auditor.
- (b) The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
- (c) At each Annual General Meeting the Club shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.
- (d) An auditor may be removed by ordinary resolution.
- (e) An auditor shall be promptly informed in writing of appointment or removal.
- (f) No Director and no employee of the Club shall be auditor.
- (g) The auditor may attend General Meetings.

5. Termination of Existence

- (a) In the event that the society should at any time be wound up or dissolved, the remaining assets, after payment of all debts and liabilities, shall be turned over to any other registered society with similar purposes as the B.C. Randonneurs Cycling Club or recognized charitable organization in the province of British Columbia or elsewhere in Canada as may be determined by the members of the Club at the time of winding up or dissolution.
- (b) The provision for distribution of assets on winding up or dissolution as set out in PART #6, Bylaw 4 (1) of the **Society Act** is unalterable.

6. Distribution of the Constitution

- (a) A copy of the Club Constitution shall be posted and remain on the Club Website at all times.

7. Constitution -Alternatives or Additions

- (a) This Constitution shall not be altered or added to except by special resolution at an

Annual General Meeting or General Meeting or by e-mail vote on the motion.