



**B. C. RANDONNEURS CYCLING CLUB**  
**Founded March 13, 1996**  
**Incorporation number S-35024**

**SOCIETY ACT**  
**CONSTITUTION**

**1. The name of the society is**

**B.C. RANDONNEURS CYCLING CLUB**

**2. The purposes of the society are:**

- (a) To manage, develop and conduct programs in the sport of marathon cycling in British Columbia.
- (b) To represent marathon cyclists of British Columbia and, where applicable, participate in developing and administering the directives of the Randonneurs Mondiaux, the world-wide organization of Randonneurs.
- (c) To work co-operatively with community groups, individuals, agencies and organizations (public, private and professional) to enhance the recreational experience of persons who participate in marathon cycling.
- (d) To promote, develop and foster good citizenship through challenging recreation.

**3. 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 society at the time of winding up or dissolution.
- (b) The provision for distribution of assets on winding up or dissolution as set out in 3.(a) is unalterable.

## SOCIETY ACT

### BYLAWS

of the

### **B. C. RANDONNEURS CYCLING CLUB**

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the Society Act and any other bylaws.

#### **PART 1 – INTERPRETATION**

1. Definition of Terms
  - (1) In these bylaws, unless the context otherwise requires,
    - (a) “directors” means the directors of the society for the time being;
    - (b) “**Society Act**” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
    - (c) “registered address” of a member means his address as recorded in the register of members.
    - (d) “mail” means sent by post or e-mail
  - (2) The definitions in the **Society Act** on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

#### **PART 2 – MEMBERSHIP**

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. Application for Membership
  - (1) A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
  - (2) An applicant for membership, otherwise qualified under the Society Act and these bylaws and having had his application for membership rejected by the directors, may have his application accepted by an ordinary resolution of the members.
5. Every member shall uphold the constitution and comply with these bylaws.
6. Membership Dues
  - (1) The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
  - (2) Per amendment dated October 2nd, 2005: The membership fees are to be set at an amount intended to cover the operating costs and insurance of the BC Randonneurs Club and are set by the executive.
  - (3) 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.

7. Cessation of Membership

- (1) A person shall cease to be a member of the society
  - (a) by delivering his resignation in writing to the secretary of the society or mailing or delivering it to the address of the society;
  - (b) on his death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.

8. Expulsion of a Member

- (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) 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.

9. Members In Good Standing

- (1) All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

**PART 3 – CLASSIFICATION OF MEMBERS**

10. An “Ordinary Member” shall

- (a) be a person who is a fully paid-up member of the society; and
- (b) be eligible to participate in all activities of the society; and
- (c) have one (1) vote at all general meetings of the society; and
- (d) be eligible to hold office or be a director of the society.

11. Ordinary Members shall be known as “voting members”.

**PART 4 - MEETINGS OF MEMBERS**

12. General meetings of the society shall be held at such time and place, in accordance with the **Society Act** as the directors decide.
13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
14. The directors may, whenever they think fit, convene an extraordinary general meeting.

15. Notification of General Meetings
  - (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business.
  - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### ***PART 5 - PROCEEDINGS AT GENERAL MEETINGS***

17. Definition of Special Business
  - (1) Special business is
    - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
    - (b) all business that is transacted at an annual general meeting, except,
      - (i) the adoption of rules of order;
      - (ii) the consideration of the financial statements;
      - (iii) the report of the directors;
      - (iv) the report of the auditor, if any;
      - (v) the election of directors;
      - (vi) the appointment of the auditor, if required; and
      - (vii) other business that, under these bylaws, 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 meeting.
18. Rules Regarding Quorum at General Meetings
  - (1) A quorum is 10% of the total voting members in good standing but shall not be less than 3 members.
  - (2) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - (3) 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.
19. 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, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

20. Subject to bylaw 21, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
21. If at a general meeting
  - (a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) 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.
22. Adjournment of General Meetings
  - (1) 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.
  - (2) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
23. Proposal of Resolutions at General Meetings
  - (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
  - (2) 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.
24. Rules of Voting at General Meetings
  - (1) A voting member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting by proxy is not permitted.

## ***PART 6 – DIRECTORS AND OFFICERS***

25. Powers of Directors
  - (1) The directors may exercise all such powers and do all acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
    - (a) all laws affecting the society;
    - (b) these bylaws; and
    - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
  - (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if the rule had not been made.

26. Composition of Society Directorship
- (1) The president, vice-president, secretary, treasurer and members at large numbering not less than three (3) and not more than five (5) shall be the directors of the society.
  - (2) The number of directors shall be 7 or greater number determined from time to time at a general meeting.
27. Election of Directors
- (1) The directors shall retire from office at each general meeting when their successors shall be elected.
  - (2) Separate elections shall be held for each office to be filled.
  - (3) An election shall be by ballot; mail-in ballots shall be permitted
28. Appointment of Directors
- (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
  - (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
29. Resignation of a Director
- (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
  - (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
30. Removal of a Director by Society Membership
- (1) The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
31. Reimbursement of Directors' Expenses
- (1) 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 society.

## **PART 7 – POWERS AND PROCEEDINGS OF DIRECTORS**

32. Meetings of Directors
- (1) The directors may meet together at such places as they think fit for the despatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (2) 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.
  - (3) 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.

- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
  - (5) 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.
33. Delegation of Committees
- (1) 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.
  - (2) 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.
  - (3) 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.
  - (4) The members of a committee may meet and adjourn as they think proper.
34. Director's Absence from British Columbia
- (1) A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, facsimile or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
    - (a) no notice of meetings of directors shall be sent to that director; and
    - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
35. Voting at Directors' Meetings
- (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
  - (2) In case of an equality of votes the chairman does not have a second or casting vote.
36. 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.
37. 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.
38. 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 8 - DUTIES OF DIRECTORS**

### 39. Duties of the President

- (1) The president shall preside at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

### 40. Duties of Vice-President

- (1) The vice-president shall carry out the duties of the president during his absence.
- (2) Undertake other special projects that may arise from time to time.

### 41. Duties of the Secretary

- (1) The secretary shall
  - (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society if provided by the directors;
  - (f) have custody of a current copy of the register of members from the Database Manager.
  - (g) file annual reports with the Register of Companies in Form 11 as set out in Section 68 of the **Society Act**

### 42. Duties of the Treasurer

- (1) The treasurer shall
  - (a) keep such financial records, including books of account; as are necessary to comply with the **Society Act**, and;
  - (b) render financial statements to the directors, members and others when required; and
  - (c) deposit all monies received by the society in a Chartered Bank or Credit Union.

### 43. Duties of the Members at Large

- (1) The members at large shall
  - (a) participate in administrative and decision making business of the Executive Committee;
  - (b) chair administrative and other committees that may be created from time to time to carry out the business of the club;
  - (c) undertake specific responsibilities as required for the normal operations of the club.

44. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### ***PART 9 - SEAL***

45. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
46. 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 or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

#### ***PART 10 – BORROWING***

47. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in such manner as they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
48. No debenture shall be issued without the sanction of a special resolution.
49. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

#### ***PART 11 – AUDITOR***

50. This part applies only where the society is required or has resolved to have an auditor.
51. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
52. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
53. An auditor may be removed by ordinary resolution.
54. An auditor shall be promptly informed in writing of appointment or removal.
55. No director and no employee of the Society shall be auditor.
56. The auditor may attend general meetings.

#### ***PART 12 - NOTICES TO MEMBERS***

57. 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.
58. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
59. A notice sent by e-mail shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and e-mailed and that no e-notification was received by the sender advising the message could not be delivered.

60. Notice of General Meetings

(1) Notice of a general meeting must be given to

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

(b) the auditor, if Part 11 applies.

(2) No other person is entitled to receive a notice of general meeting.

***PART 13 - BYLAWS***

61. Distribution of Bylaws

(1) On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

(2) At any other time upon request by a member and upon payment of one (1) dollar, a copy of the constitution and bylaws will be given to the member.

62. These bylaws shall not be altered or added to except by special resolution.

Dated: January 29, 1996  
Amended January 24, 2001  
Amended October 1, 2006