



SOCIETY ACT CONSTITUTION
for the
BRITISH COLUMBIA CARRIAGE DRIVING SOCIETY
2004
(revised 2007/2008 – changes in italics and bolded)



1. The name of the Society is the **BRITISH COLUMBIA CARRIAGE DRIVING SOCIETY**
2. The purposes of the Society is:
 - a) To promote the best interests of the sport of driving horses and ponies both competitively and for pleasure.
 - b) To educate and inform the public with respect to driving methods, safety and events.
 - c) To publish periodically, information on driving methods, safety and events.
 - d) To sponsor educational driving clinics for handicapped, novice and experienced drivers as well as clinics for the purpose of training judges and coaches.
 - e) To cooperate with Drive Canada and other organizations which are interested in the sport of driving.
 - f) To do all things necessary, suitable and proper for the accomplishment of the above purposes.
 - g) To accept, receive and take by devise, bequest or gift and to hold, possess and enjoy for the purposes of the Society, donations, gifts, grants, devises and bequests or real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe.
3. On dissolution of the Society and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed to such charitable organization or organizations as may be decided by the members.
4. The Society business shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes.
5. Clauses 3 and 4 are unalterable.

B.C. CARRIAGE DRIVING SOCIETY BYLAWS

PART 1. INTERPRETATION

1. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and corporation.
2. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

PART 2. MEMBERSHIP

1. There shall be **five (5)** classes of membership:
 - a) **Honorary Members:** The Board of Directors of the Society may appoint Honorary Members. An Honorary Member shall take no part in the management of the society's affairs unless they are an individual member as described in (b).
 - b) **Annual Members:** Annual Members shall be those individuals who have attained the age of 18 years as of January 1st of the current year, and Corporations, who have paid the prescribed membership fee.
 - c) **Junior Members:** Junior Members shall be those individuals who have not reached the age of 18 years as of January 1st of the current year, who have paid the prescribed membership fee.
 - d) **Affiliate Members:** Affiliate Membership will be open to driving clubs within the Province or

neighboring jurisdictions which have paid the prescribed membership fee and whose constitution has been registered with the appropriate registrar of companies or society-governing body.

- e) **Supporting Members:** Supporting Members shall receive communications only.
2. The only classes of membership that will be eligible to vote or hold office shall be Annual and Affiliate members.
3. Application for membership shall be in writing and each applicant on becoming a member shall agree to be bound by the Constitution and Bylaws and all rules of the Society, but the Society shall have power to reject any application for membership.
4. A member in good standing is a member who has complied with the regulations as hereinafter set forth and who is not in arrears of membership or other fees or dues, or suspended.
5. The financial liability of the member to the Society shall be limited to the amount due from him in respect to his membership fees.
6. No member shall be entitled to any of the rights and privileges of the Society during any year until his annual fee for that year is paid. On January 31st in each year all members who have paid for the preceding year, but not paid for the current year, shall be removed from the membership roll.
7. Any member may resign from the Society by notifying the Society in writing, or by allowing his membership to expire, or death. There shall be no refund of membership fees in these cases.
8. Membership of a Corporation shall expire on receipt of formal notice of resignation or upon dissolution.
9. No application for membership shall be entitled to vote or hold office until his application has been accepted. No applicant may vote at an Annual General Meeting unless he has been a paid up member for a minimum of 30 days.
10. The Board of Directors shall have the power to suspend or expel any member who fails to observe any rule or regulation set forth in these bylaws or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Society. A member so suspended or expelled shall have the right to be heard at a General Meeting of the Society. An affirmative vote of three quarters (75%) of the members voting is required for reinstatement.
11. The Board of Directors shall have the power to suspend any member or deny any other rights or privileges for the failure to pay any dues or obligation owing to the Society. Any suspension or denial of rights or privileges under this rule shall terminate upon payment of the full amount due.
12. Any member of the Society who has commenced a legal action against the Society may be suspended from membership in the Society by order of the Board of Directors until such time as the action has been settled or decided by the courts.

PART 3. AFFILIATE CLUBS OR ORGANIZATIONS

1. Any club or organization applying for affiliation shall submit, along with their application for affiliation, a copy of their constitution along with a resume of their year's activities, which will be reviewed by the Board of Directors.
2. Affiliate clubs shall be represented by a director appointed by them.
3. Affiliate Clubs shall be entitled to one vote.
4. Only persons who are members of good standing with the Society shall be eligible to become a director for the Affiliated Club or Organization.

5. The society assumes no responsibility for the actions of any Affiliate Club, Association or Society.

PART 4. COMMUNICATION

1. Should approval be given on the membership form, E-mail may be used as the method of contacting a member, otherwise Canada Post Mail or the official publication of the Society shall be deemed sufficient. The web site may be used as a method of distributing information to these members.

PART 5. MEETINGS

1. The annual General Meeting of the Society shall be held once every calendar year at such time and place as the Executive Committee may from time to time designate.
2. In addition to the Annual General Meeting the Board of Directors may, or at the written request of ten percent (10%) of the voting members, call a General Meeting to be called a Special Meeting, for the purpose of considering Special Business at such time and place as the Board of Directors may designate.
3. The Business of the Special Meeting shall be to consider and resolve the Special Business and only the Special Business for which the meeting was called.
4. Notice of meetings of the Board of Directors, other than the one immediately following the Annual General Meeting, shall be E-mailed or mailed to each Director at least fourteen (14) days before the date of the meeting.
5. Notice of meeting of the Executive Committee shall be given to each member thereof at least ten (10) days before the date of the meeting.
6. Meetings of the Board of Directors and/or the Executive Committee may be held in person or by conference telephone call. Alternatively the Board of Committee members may be canvassed by E-mail or mail by the president or Secretary.
7. A quorum for an Annual or other General Meeting of the Society, excepting the Founding Meeting, shall be ten (10) members. At a meeting of the Board of Directors a quorum shall be a majority of the Directors then in office. For a meeting of the Executive Committee a quorum shall be three (3) members.
8. No less than sixty (60) days notice of all General Meetings, whether Annual or Special, specifying the place, the day and hour of the meeting, shall be given to the Annual and Corporate Members of the Society of the record date, and to the Secretary of any Affiliated Clubs. The accidental omission to give notice to any member, Affiliated Club or Association, of such notice, shall not invalidate the proceedings of any General or Special Meeting. The record date shall be sixty (60) days prior to the date on which the General or Special Meeting is to be held.
9. When notice of a Special Meeting is being given in accordance with the forgoing sub-clause (8), the notice shall include a description of the general nature of the Special Business to be considered at the meeting.
10. Notice of a meeting whether General or Special, may be published in the official publication of the Society, and shall be deemed to be sufficient, provided such official publication is circulated at least thirty (30) days in advance of such meeting.
11. Minutes of all General meetings shall be circulated to the membership via E-mail, letter, or published in the official publication of the Society. Any general member in good standing may request a copy of the minutes of any Directors meeting.

PART 6. DIRECTORS AND OFFICERS

1. The affairs of the Society shall be managed by a Board of Directors each of whom shall be a member of the Society and a resident of the Province of British Columbia, elected at the annual General Meeting except as hereinafter specified.
2.
 - a) Each of the geographical zones of the Province as defined by Sport and Fitness Division shall be represented by one Director elected by and from the members resident within that zone.
 - b) There will be three Directors at Large elected by and from the members resident in the Province.
 - c) The Directors elected in (a) or (b) above as well as any affiliate Club Directors, shall constitute the Board of Directors of the Society.
3.
 - a) Nominations for each Zone Director shall be in writing and signed by the Nominator and the Nominee, both of whom shall be members of the Society. Nominations must be received by the Provincial Secretary no later than thirty (30) days prior to the Annual General Meeting.
 - b) Nominations for each Director at Large shall be in writing and signed by the Nominator and the Nominee, both of whom shall be members of the Society. Nominations must be received by the Zone Secretary no later than thirty (30) days prior to the Annual General Meeting.
 - c) All Directors, including those elected by Affiliate Clubs must be individual members in good standing of the Society.
4. The Board of Directors may delegate any but not all powers to the Executive Committee.

5.. a) The President, Vice President, Secretary and Treasurer or a Secretary-Treasurer shall be elected annually from among the Directors at the Annual General Meeting.

- a) The Secretary shall:
 - i conduct the correspondence of the Society
 - ii issue notices of meetings of the Society and Directors
 - iii keep minutes of all meetings of the Society and Directors
 - iv have custody of all records and documents of the Society except those required to be kept by the Treasurer
 - v have custody of the common seal of the Society
 - vi maintain the registry of members, and

The Treasurer (or Secretary/Treasurer) shall:

- i keep such financial records , including books of account as are necessary to comply with the Society Act
 - ii render financial statements to the directors, members and others when required.
6. The Board of Directors may appoint an Executive Director to manage the day to day affairs of the Society under the supervision of the Board and/or Executive Committee
 7. The Board of Directors may appoint representatives to other organizations.
 8. Auditor – The Society, at each Annual General Meeting shall appoint an Auditor. His duties shall be to examine the records of the Society and to certify the normal statements of the Society for presentation to the next Annual General Meeting.
 9. The office of a Director shall be automatically vacated:
 - a) if a director shall resign his office.
 - b) if he is found to be unfit by reason of physical or mental incapacity.
 - c) if, at a General Meeting of members, a resolution is passed by three quarters (75%) majority of the members present and voting that be removed from office.

d)on death.

10. The Board of Directors shall have the power to fill vacancies which may occur among their number, with a member of the Society, providing however, that any Director so appointed shall hold office for the time remaining in his predecessor's term, but shall then be eligible for re-election. In the event that the position of President becomes vacant, the Vice President shall succeed the President.
11. Directors and Executive Committee members, as such, shall not receive any remuneration for their services. However, by resolution of the Board, expenses incurred in the course of completing their responsibilities may be allowed.
12. Except as otherwise provided in this Constitution, any matter determined by the Board of Directors shall be determined by a majority vote of the Directors present at the Directors meeting. The President shall have a vote the same as any other Director. In the event a majority is not established, the motion shall be declared defeated.
13. Any matter to be determined by the Board of Directors may be determined by an E-mail or mail ballot in lieu of a meeting, provided a majority of the Directors vote by ballot within thirty (30) days of the date it was mailed. Any such mail ballot must be accompanied by a reasonably detailed explanation of the motion. Any resolution must be made by a majority of the ballots cast, and any resolution so made shall be recorded with the minutes of the next Director's meeting.

Part 7. COMMITTEES

1. EXECUTIVE COMMITTEE – The Annual General Meeting shall elect the President, vice President, Secretary and Treasurer (or Secretary-Treasurer) who shall constitute the Executive Committee, which in absence of the Board, shall act for the Board of Directors.

2. SPECIAL COMMITTEES – The Board of Directors may appoint such special committees, composed of their members or members of the Society, as may be required, including a Grievance Committee for which terms of reference shall be set by the Board.

3.

- a) Members resident within a zone described in part 5 Sec. 2 (a), may form zone committees. These committees shall elect committee Chairpersons, Secretaries and Treasurers (or Secretary/Treasurers) as well as a Zone Director as per Part 5, Sec. 3 (a). These Committees shall carry out the functions of the B.C.C.D.S. in their respective zones. The Committee shall have their own bank account for funds they raise (except membership fees), however they shall annually send a financial report to the Provincial Treasurer.
- b) In geographically large Zones, there may be more than one (1) Committee. Where there is more than one Committee in a Zone, the nominations for Zone Director shall be sent to the Provincial Secretary, not the Zone Secretary as per Part 5, Sec. 3 (b), who shall conduct the election for Zone Director.
- c) In Zones where Affiliate Clubs are resident in a portion of the Zone, the Affiliate Club may become the Zone entity for said Zone or portion of the Zone provided that:
 - i The Affiliate Club memberships are paid to the B.C.C.D.S.
 - ii There is a clause in the Purpose section of the Affiliate's constitution stating that one of the aims and objectives of the Affiliate is to carry out the objectives of the B.C.C.D.S. within their Zone or portion of the Zone
 - iii Affiliates that opt for the above forgo the right of an Affiliate Director.

4. The Directors may appoint from their number and/or from the general members of the Society, committees, whether special or standing, but shall in all cases name one of their number as a member of each committee. The Director so appointed need not be the Chairperson of that Committee.

PART 8. AMENDMENTS

1. This Constitution may be amended by special resolution at any Annual or Special Meeting or mail ballot of the Society by the affirmative vote of three quarters (75%) of the members casting a ballot. Notice of all proposed amendments shall be given to the Secretary in writing no less than sixty (60) days in advance of a General Meeting and they shall be included in the notice calling such a meeting, otherwise the meeting shall have no power to deal with same.
2. Only members resident in British Columbia may vote on amendments to the constitution and bylaws.
3. Authorized voting forms specifying the items to be voted on shall be provided with the notice of meeting or ballot.
4. Where a mail ballot is called, only ballots on the authorized voting form will be accepted for items listed on such voting forms. Where the vote is in conjunction with a General or Special Meeting, the members may vote by mail on the authorized voting form, or vote in person at the meeting.

PART 9. INDEMNITIES

1. Subject to the Society Act, every director or officer or other person, who has undertaken or is about to undertake any liability on behalf of the Society, and their heirs, executors and 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 Society, from and against;
 - a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, or about the execution of the duties of his office or in respect of such liability.
 - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

PART 10. VOTING AND ELECTIONS

1. Each Annual Member, Corporate Member and Affiliate Club is entitled to one vote at an Annual or Special Meeting. Where authorized by the directors and approved by order of the Registrar of Companies, a mail ballot for the purpose of:
 - a) election of directors or
 - b) special resolutions or
 - c) specific direction on matters of policy may be provided to each voting member of the Society.
2. Each ballot shall be or mailed to the address of record at least thirty (30) days prior to the date on which ballots are to be received by the Secretary for tabulation and shall be accompanied by all pertinent information.
3. The form of such ballot shall be specific to the particular matter to be addressed and shall provide for the anonymity while ensuring only authorized ballots are considered.

PART 11. SEAL

1. The Directors may provide a common seal for the Society and they shall have the power from time to time to

destroy it and substitute a new seal in place of the seal destroyed.

2. The common seal shall be affixed only in the presence of the President and Secretary or President and Secretary/Treasurer.

PART 12 BYLAWS

1. On being admitted to membership, a member is entitled to and the Society provide him, without charge, a copy of the constitution and bylaws of the Society.
2. These Bylaws shall not be altered or added to except by special resolution.

PART 13 FEES

1. Fees shall be established by the Board of Directors and shall be due January 1st of each year.
2. A member in good standing for the previous year shall remain in good standing until March 31st of the current year, at which time if they have not renewed their membership, they shall be struck from the registry and be required to re-apply for membership.

PART 14 BORROWING

1. 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 not without limiting the generality of the forgoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.