

# **Bylaws of British Columbia Carriage Driving Society - BCCDS (the "Society")**

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **Definitions**

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Board"** means the directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time.

### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

**2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

#### **a) Classification of members:**

The Society shall have three classes of members:

- i. General Members – those members over the age of 19 years as of January 1st;
- ii. Family Members – consisting of two adults and all children living in the same household at the same time and under the age of 19 years as of January 1st;
- iii. Junior Members – those members under the age of 19 years as of January 1st.

### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

**2.5** A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.6** A person's membership in the Society is terminated if the person is not in good standing for 3 consecutive months.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

### **Notice to Members**

**3.2** A notice may be given to a member either by mail or by email at their registered address.

- (a) a notice sent by 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 put in a Canadian post office receptacle.
- (b) a notice may also be given to a member by emailing it to an email address provided by the member.
- (c) a notice sent by email 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 sent to the email address provided by the member as required by these Bylaws.
- (d) notice of a general meeting shall be given to every member shown on the register of members on the day notice is given; and

(e) no person, other than those mentioned in the above paragraph, is entitled to receive a notice of a general meeting.

### **Ordinary business at general meeting**

**3.3** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.4** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.5** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for

holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.7** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.8** The quorum for the transaction of business at a general meeting is 10 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

**3.9** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,  
(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and  
(b) in any other case, the meeting stands adjourned to the next time set by the members.

### **If quorum ceases to be present**

**3.10** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.11** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.12** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**3.13** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.14** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.15** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.16** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.17** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

**3.18** Voting on a **special resolution** may be by mail, technological means, or in person at a meeting.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 3 and no more than 13 directors.

(a) the general management of the Society shall be vested in an Executive Board of Directors consisting of: the Chair of each Regional Chapter or an alternate Chapter member delegate elected by the Chapter members; and

(b) a minimum of three (3) and a maximum of five (5) Director at Large positions

(c) a Director shall be a member in good standing of the Society, and meet the requirements as specified in the Societies Act.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

**5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

A Director-At-Large is responsible for doing, or making the necessary arrangements for, the following:

- promoting BCCDS programs and initiatives with members in their area.
- take an active part on various board committees.

### **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

### **Role of past president**

**6.8** The role of the past president is to ensure continuity during governance transitions and organizational change, to help ensure the appropriate succession of Officers and Directors. The past president shall attend all Board and other Society meetings for one year. In the event that the President is unable to assume the role of past president, his/her predecessor may be asked to continue in this position.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Part 8 – REGIONAL CHAPTERS**

### **Establishing a Chapter**

**8.1** The Directors of the Society have the discretion of establishing a Regional Chapter in a specified region of British Columbia either by:

- i). appointing a member to organize a Chapter; or
- ii). accepting an application from a minimum of five (5) members resident in a specified region requesting the establishment of a Chapter.

### **Chapter Members**

**8.2** Every member of a Chapter shall be a member in good standing of the Society; and accepted by the Regional Chapter as residing in that Chapter area.

### **Chapter Executive**

**8.3** The members of a Chapter shall elect a Chapter Executive consisting of a

Chair, Vice Chair, Secretary, and Treasurer and Delegate to the Board of Directors.

- (a) The term of office of the Chair, Vice Chair, Secretary, and Treasurer is from the date of the meeting at which the Chapter Executive was elected to the date of the meeting when their successors are elected.
- (b) If for any reason a vacancy occurs in the Chapter Executive, or any of them resign or otherwise cease to hold office, the Chapter members shall elect a successor to complete the term.

### **Chapter Delegate to Board of Directors**

**8.4** The Chapter Delegate may be the Chair or another member of the Chapter.

- (a) The Chapter Delegate shall be elected prior to the Society's Annual General Meeting.
- (b) From the date of the Society's Annual General Meeting, the Chapter Delegate is a Director of the Board.
- (c) A Chapter Delegate is responsible for doing, or making the necessary arrangements for, the following:
  - promoting BCCDS programs and initiatives with members in their area.
  - take an active part on various board committees.

### **Chapter Conduct of Business**

**8.5** Chapters shall determine their own procedures for scheduling meetings, determining quorums, and conducting business.

- (a) All Chapters must hold a minimum of two (2) meetings per year in the Region they represent. These can be "in person" or through telephone or video conferencing methods.
- (b) Each Chapter is responsible for all financial obligations and transactions of the Chapter and shall keep records and submit reports to the Society as required by the Society or the Societies Act.

### **Chapter Dissolution**

**8.6** A Chapter will cease being a Chapter of the Society on:

- i. failure to uphold the Constitution and comply with these Bylaws;
- ii. failure to keep records or submit reports to the Society as required by the Society or the Societies Act; or
- iii. written request delivered to the Secretary of the Society or mailed or delivered to the address of the Society.

- iv. On dissolution of a Chapter, all financial and physical assets and records of the Chapter shall remain the property of the Society.
- v. Prior to final dissolution of the Chapter, the Chapter members shall decide the distribution of the financial and physical assets of the Chapter to the Society and/or Regional Chapters.
- vi. Any funds of the dissolved Chapter to be held in Trust by the Society shall be released to a new Chapter as long as it encompasses the regional area of the dissolved Chapter.
- vii. Funds shall be held in Trust for a maximum of ten years after which time they shall be used for the Society's purposes.

## **Chapter Name**

- 8.7** A Chapter formed in accordance with these Bylaws shall use the name BC Carriage Driving Society and/or "BCCDS", plus a regional or geographic identifier, in its identification.

## **PART 9 - BORROWING**

- 9.1** 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 a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures and mortgages.
- 9.2** No debenture or mortgage shall be issued without the sanction of a special resolution approved by members of the Society.
- 9.3** 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 10 - BYLAWS AND CONSTITUTION**

- 10.1** After being admitted, a member is entitled to a copy of the Constitution and Bylaws without charge in either a hard copy or electronic version.
- 10.2 The Bylaws and constitution cannot be altered or added to except by special resolution.

