

# **B.C. RANDONNEURS CYCLING CLUB (S0035024)**

## **BYLAWS**

These by-laws provide for the conduct of the affairs of the B.C. RANDONNEURS CYCLING CLUB, including provisions pursuant to Section 11 "Bylaws" of the British Columbia Societies Act.

### **PART 1        GENERAL**

#### **1.        Definition of Terms**

(1) In these bylaws, unless the context otherwise requires,

- (a) "Act" and "Societies Act" mean the Societies Act of British Columbia as amended from time to time;
- (b) "Auditor" means an individual appointed by the Members at a General Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting pursuant to the Act;
- (c) "Board" means the Directors of the Society, together responsible to manage and supervise the affairs of the Society;
- (d) "Director" means an individual who has been designated, elected or appointed, pursuant to these bylaws, to serve as a Member of the Board of Directors of the Society;
- (e) "Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location; and
  - (ii) in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.
- (f) "Mail" means sent by post or e-mail;
- (g) "Member" means an individual who has at one time been accepted as a Current Member, and remains, a Member of the Society, pursuant to these bylaws;
- (h) "Officer" means a Director who has been designated, elected or appointed, pursuant to these bylaws, to serve in one of the four Officer roles of the Society, namely President, Vice-President, Secretary, or Treasurer;

(i) "Ordinary Resolution" means any of:

(i) a resolution passed at a General Meeting by a simple majority of the votes cast;

(ii) a resolution consented to in writing by at least 2/3 of the Voting Members.

(j) "Registered Address" of a Member means the address of that Member as recorded in the Register of Members, including any email address, if provided.

(l) "Release" means the current Release of Liability, Waiver of Claims, Assumption of Risks Agreement which Members and event participants are required to sign

(m) "Society" means the B.C. RANDONNEURS CYCLING CLUB

(n) "Special Resolution" means any of:

(i) a resolution passed at a General Meeting by at least 2/3 of the votes cast;

(ii) a resolution consented to in writing by all of the Voting Members;

(2) The definitions in the Act apply to these bylaws.

## 2. Interpretation

(1) 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.

(2) Except as provided in the Act, the Board has the authority to interpret any provision of these bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Society.

(3) Words importing the singular include the plural and vice versa; words importing a male person include all persons.

## 3. Registered Office

(1) The registered office of the Society shall be located within the Province of British Columbia.

## **PART 2 MEMBERS**

### 4. Membership Requirements

(1) "Current Members" of the Society include all individuals who have, as prescribed by the Society:

(a) submitted the completed current membership information form;

(b) submitted the signed current Release;

(c) paid the current annual dues and any other outstanding fees;

(d) agreed to uphold and comply with the Society's prevailing constitution, bylaws, policies, procedures, rules and regulations;

(e) had their application accepted by the Board or their delegate.

#### 5. Application for New Membership

(1) A person may apply to the Board to join as a Member of the Society by completing the requirements detailed in Bylaw 4.(1) and, on acceptance by the Board, shall become a Member. Such application shall be deemed to be immediately accepted by the Board, to allow participation in a Society activity. However, within 30 days of submission, it may be subsequently rejected upon review by the Board.

(2) An applicant for new membership, otherwise qualified under the Society Act and these bylaws and having had their membership application rejected by the Board, may have an application accepted by an Ordinary Resolution of the Members.

#### 6. Duties of Members

(1) Every Current Member shall uphold the constitution of the Society and comply with these bylaws.

#### 7. Membership Dues and Term

(1) The annual membership dues shall be set by the Board to enable the Society to fund the purposes outlined in the constitution.

(2) Unless otherwise determined by the Board, each annual membership term will open on September 1<sup>st</sup> and extend through the entire following calendar year until the end of day on the following January 1<sup>st</sup>. Thus, a membership renewed on September 1<sup>st</sup> 2020 will extend through until January 1<sup>st</sup> 2022. A membership renewed on August 31<sup>st</sup> 2020, will extend only through until January 1<sup>st</sup> 2021.

#### 8. Cessation of Membership

(1) An individual shall cease to be a Member of the Society:

(a) upon a rejection by the Board, of their membership application within 30 days of submission per Bylaw 5.

(b) by delivering their resignation in writing to the secretary of the Society, or mailing or delivering it to the address of the Society;

(c) upon their death;

(d) on being expelled pursuant to Bylaw 9.

9. 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 Member who is the subject of the proposed resolution shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

10. Voting Member

(1) A "Voting Member" is a Current Member who:

(a) has joined or renewed their membership at least 30 days prior to a the meeting date, or

(b) if the Member had been a Current Member for the immediate prior year, renewed their membership at least 7 days prior to the meeting date.

(2) Only Voting Members are entitled to vote at General Meetings of the Society.

(3) Voting Members are entitled to one (1) vote and may exercise their right to vote on every matter at a General Meeting.

11. Member Privileges

(1) All Members are eligible to:

(a) attend General Meetings of the Society, subject to Bylaw 10;

(b) act as a Director of the Society, subject to the requirements and restrictions of Bylaw 26;

(2) Current Members are eligible to participate in all activities of the Society, subject to the requirements and restrictions of that activity.

**PART 3 GENERAL MEETINGS OF MEMBERS**

12. Annual General Meeting

(1) The Society shall, every calendar year, hold one Annual General Meeting of Members at such time and location as determined by the Board. This Annual General Meeting shall be held within six months of the fiscal year end.

13. Members' Proposals

(1) Voting Members may send the Board a proposal for consideration at an Annual General Meeting of Members.

(2) The proposal must contain the names and signatures of at least 5% of the current number of Voting Members.

(3) Subject to Bylaw 13.(4), if the Board receives such a proposal at least 7 days before notice of the Annual General Meeting is sent, the notice, when sent, must now include:

(a) the proposal;

(b) a statement in support of the proposal, if requested by the Members submitting the proposal; and

(c) the names of the Members submitting the proposal.

(4) The proposal and the optional statement, must not exceed 200 words in length.

(5) The Board is not required to comply with Bylaw 13.(3), if substantially the same proposal was considered at a General Meeting held in either of the 2 previous calendar years.

#### 14. Extraordinary General Meeting

(1) An Extraordinary General Meeting of Members:

(a) may be called by the Board at such time and location as it determines; and

(b) must be called by the Board within twenty-one days of receipt of a written requisition of ten percent (10%) or more of the Voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.

In the case of (b), the meeting must be held within sixty (60) days of receipt of the requisition, otherwise at such time and location as the Board determines.

#### 15. Electronic Participation in General Meetings

(1) The Board may determine, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

(2) Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

(3) Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

16. Notice of General Meetings

(1) Written notice of a General Meeting of Members shall specify the date, time and location of the meeting, and must include:

(a) a draft agenda;

(b) the complete text of all Special Resolutions;

(c) a description of any other new business intended to be to be transacted at the meeting, other than ordinary business and special resolutions, in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning the nature of that business; and

(d) if the meeting is an Annual General Meeting:

(i) the approved financial statements,

(ii) the auditor's report, if one is required,

(iii) all Members' Proposals pursuant to Bylaw 13.

(2) In the case of a meeting using a form of Electronic Participation per Bylaw 15, the notice should identify this and provide accessibility details and requirements.

(3) Written notice of a General Meeting of Members must be sent via Mail, to the Registered Address of every Current Member, and the Auditor (if Part11 applies), at least 14 days, and no more than 60 days, before the meeting date.

(4) Written notice of a General Meeting of Members may, at the Board's discretion, be sent via Mail, to the Registered Address of former Members, at least 14 days, and no more than 60 days, before the meeting date.

(5) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any individual entitled to receive notice does not invalidate proceedings at that meeting.

## **PART 4            PROCEEDINGS AT GENERAL MEETINGS**

### **17.      Conduct of General Meetings**

(1) Unless otherwise agreed at the meeting outset, General Meetings of Members shall be conducted according to the current edition of Roberts Rules of Order, Newly Revised In Brief.

### **18.      General Meeting Agenda**

(1) The agenda for a Members General Meeting shall include:

- (a) Call to order
- (b) Establishment of Quorum
- (c) Approval of the Agenda
- (d) Approval of previous minutes
- (e) Deal with any unfinished business of previous meeting
- (f) If the meeting is an Annual General Meeting:
  - (i) Receive and consider financial statements
  - (ii) Receive and consider auditor's report, if any
  - (iii) Announce the next year annual membership dues event fees
  - (iv) Officer Reports – President, Treasurer
  - (v) Other Reports – Regional Route Coordinators, Committee Chairs
  - (vi) Deal with Members' Proposals, if any
  - (vii) Election of Directors
  - (viii) Appointment of Auditor, if required
- (g) Deal with Special Resolutions, if any
- (h) New Business
- (i) Adjournment

(2) If the meeting is an Annual General Meeting, items (g) and (h) above should be dealt with prior to the Election of Directors.

## 19. Attendance at General Meetings

(1) The only persons entitled to attend a General Meeting of the Members are the Members, Directors, and the Auditor of the Society. Any other person may be admitted only with the majority consent of the Members present at the meeting.

(2) The accidental inclusion of non-entitled meeting attendees per Bylaw 19.(1), does not invalidate proceedings at that meeting.

## 20. Rules Regarding Quorum at General Meetings

(1) A quorum is 10% of the total Voting Members but shall not be less than 3 Members.

(2) No business, other than the election of a chair 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.

(4) 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 per Bylaw 14.(1b), 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 proximate location, 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.

## 21. Chair

(1) Subject to Bylaw 22, the president of the Society, the vice president or in the absence of both, one of the other Directors present, shall preside as chair of a General Meeting.

(2) 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 chair, the Members present shall choose one of their number to be chair.

## 22. Special Resolutions

(1) The full-text of any Special Resolution to be considered at a General meeting must be in the Notice of Meeting.

(2) A Special Resolution cannot be raised after the Notice of Meeting has been sent.

(3) A Special Resolution cannot be raised from the floor of a meeting. This includes all Special Resolution items, such as motions to remove Directors, expel Members, or to amend bylaws.

(4) If bylaw or constitution changes are being considered for a vote by Special Resolution, the text of that item cannot be modified at the meeting prior to voting, except to correct minor typographical errors and references. If there is a need to further modify the text, the appropriate procedural step is to adjourn the meeting, send out a new Notice of Meeting, then reconvene to vote on the Special Resolution once all Members have notice of the new proposed text.

### 23. Proposal of Resolutions at General Meetings

(1) A Special Resolution cannot be raised from the floor at a General Meeting, as per Bylaw 22.

(2) An Ordinary Resolution may be proposed at a General Meeting. Such a resolution need not be seconded.

(3) The chair of a General Meeting may move or propose an Ordinary Resolution.

(4) In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a Member and the proposed resolution shall not pass.

(5) Except as otherwise provided in these bylaws or the Act, resolutions shall be passed by Ordinary Resolution.

### 24. Rules of Voting at General Meetings

(1) A Voting Member present at a meeting of Members is entitled to one vote.

(2) Voting is by show of hands for Voting Members in person, and by equivalent means for those participating by Electronic Means per Bylaw 15.

(3) Voting by proxy is not permitted.

### 25. 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.

## **PART 5            BOARD OF DIRECTORS**

### **26.        Qualifications of Directors**

(1) Individuals who act as Directors of the Society must:

- (a) be a Current Member of the Society at the time of election;
- (b) be at least 19 years of age;
- (c) be a resident of the province of British Columbia at least six months of the year;
- (d) not be declared incapable by a court;
- (e) not be an undischarged bankrupt; and
- (f) unless pardoned, not have been convicted of a criminal offense involving fraud within the last 5 years.

(2) Pursuant to the Act, ensuring that the qualifications of Bylaw 26.(1) are met is an obligation of the would-be Directors, not the Society.

(3) A Director who is not qualified or ceases to be qualified shall promptly resign.

### **27.        Composition of Board of Directors**

(1) The Board of Directors shall consist of not less than 6 and not more than 10 Directors, as determined by the current Board, elected or appointed pursuant to these bylaws.

(2) Four of the Directors shall be elected into one of the Officer roles of President, Vice-President, Secretary and Treasurer, pursuant to these bylaws.

(3) Directors who do not hold an Officer role shall be known as Directors-at-Large.

### **28.        Election of Directors**

(1) The current Directors shall retire from office at each Annual General Meeting.

(2) The election of new Directors and Officers shall take place at each Annual General Meeting.

(3) Nominations and election shall be according to procedures determined by the Board or their delegated Committee.

### **29.        Board Vacancy**

(1) If a Director resigns their office or otherwise ceases to hold office, the remaining Directors may appoint a Member to take the place of the former Director.

(2) The Directors may appoint a Director-at-Large to an Officer position to replace an existing Officer who is unable or unwilling to act as an Officer for the remainder of their term.

(3) No action 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 Members

(1) The Members may, by Special Resolution, remove a Director before the expiration of their term of office at the next Annual General Meeting, and may elect a successor to complete the term of office.

### 31. Term of Directors

(1) All Directors, whether elected or appointed, are expected to serve until the next Annual General Meeting.

### 32. Duties of Directors

(1) A Director shall:

- (a) act honestly and in good faith, with a view to purposes of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances; and
- (c) comply with conflict of interest requirements as per Bylaw 51.

### 33. Powers of Board of Directors

(1) Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

(2) The Board is empowered, including but not limited to:

- (a) make policies and procedures to manage the affairs of the Society pursuant to the Act, this Constitution and these bylaws;
- (b) make policies and procedures relating to membership of the Society, and have the authority to expel Members;
- (c) make policies and procedures relating to the management of disputes within the Society and deal with disputes;
- (d) employ or engage under contract such persons as it deems necessary to carry out the work of the Society;

- (e) determine Member registration procedures and requirements, and determine the annual membership dues and term;
- (f) establish Director election procedures and determine annually the number of Directors to be elected;
- (g) enable the Society to receive donations and benefits for the purpose of furthering the purposes of the Society;
- (h) make policies and procedures to track and approve expenditures; and
- (i) review and recommend sufficient insurance coverage appropriate to the purposes and activities of the Society.

(3) No rule, made by the Society in a General Meeting, invalidates a prior act of the Directors that would have been valid if the rule had not been made.

## **PART 6            PROCEEDINGS OF DIRECTORS**

### **34.        Meetings of Board of Directors**

- (1) The Directors shall meet together at least 6 times per year, at such places as they think fit for the dispatch 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 chair 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 chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.
- (4) A Director may convene a meeting of the Directors at any time, or request the secretary to do so.
- (5) In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

### **35.        Electronic Participation in Board Meetings**

- (1) The Board may determine to hold Board Meeting in whole or in part by Electronic Means, so as to allow Directors and guests to participate in the meeting remotely. The Society shall use reasonable commercial efforts to make such means available. A Director or guest so participating in a meeting is deemed to be present at the meeting.

### 36. Notice of Board Meetings

(1) The Secretary shall provide notice by Mail of Board Meetings to all Directors at least seven (7) days prior to the scheduled meeting. Regular meetings for the year may be scheduled and notified in advance. No notice of a Board Meeting is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

(2) If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

### 37. Voting and Resolutions

(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 chair does not have a second or casting vote.

(3) No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

(4) 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.

(5) 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 Board Meeting.

## **PART 7 DUTIES OF OFFICERS**

### 38. Duties of the President

(1) The duties of the president include:

(a) chair all meetings of the Society and of the Directors, for which they are present and able to do so;

(b) act as the chief executive Officer of the Society and shall supervise the other Officers in the execution of their duties;

(c) represent the Society, as required, in support of its stated purposes.

### 39. Duties of Vice-President

(1) The duties of the vice-president include:

(a) carry out the duties of the president during their absence;

(b) cause to coordinate communication with the regional ride coordinators;

(c) undertake other special projects that may arise from time to time.

#### 40. Duties of the Secretary

(1) The duties of the secretary include:

- (a) conduct the formal correspondence of the Society;
- (b) issue notices of meetings of the Society;
- (c) cause to keep minutes of all meetings of the Society;
- (d) cause to keep custody of all records and documents of the Society except those required to be kept by the treasurer;
- (e) cause to keep custody of a current copy of the register of Members from the database manager; be able to produce a current copy of the register of Members, in tandem with the database manager;
- (f) file Annual Reports with the B.C. registrar, within 30 days after the Annual General Meeting, pursuant to the Societies Act;
- (g) file any changes of Directors, Director addresses, constitution or bylaws with the B.C. registrar, pursuant to the Societies Act.

#### 41. Duties of the Treasurer

(1) The duties of the treasurer include:

- (a) maintain such financial records, including books of account, as are necessary to comply with the Societies Act;
- (b) provide financial statements to the Directors, Members and others when required;
- (c) deposit all monies received by the Society in a Chartered Bank or Credit Union;
- (d) supervise the management and disbursement of the funds of the Society;
- (e) provide the Board, upon request, an account of financial transactions and the financial position of the Society;
- (f) prepare an annual budget and forecast of cash flow;
- (g) act as liaison to the Society's insurance broker.

## **PART 8 COMMITTEES**

### **42. Appointment of Committees**

(1) The Board may:

(a) appoint such standing and special Committees as it deems necessary for managing the affairs of the Society;

(b) appoint and remove members of Committees or provide for the election of members of Committees;

(c) prescribe the duties and terms of reference of Committees; and

(d) pursuant to the Act and the bylaws, delegate to any Committee any of its powers, duties, and functions deemed necessary for the Committee to undertake its tasks.

(2) Committees shall conform to any rules imposed on it by the Directors, and shall report their activities at each Board Meeting.

(3) Committee members may meet and adjourn as they think fit.

(4) Committee members shall comply with the conflict of interest requirements as per Bylaw 51.

### **43. Dissolution of Committees**

(1) The Board shall dissolve those committees for which it has determined are no longer required.

(2) Committees which were appointed to undertake a time-sensitive task, such as an event, shall be considered to be automatically dissolved upon completion of the task.

### **44. Committee Debts**

(1) No Committee shall have the authority to incur debts in the name of the Society.

## **PART 9 FINANCE AND MANAGEMENT**

### **45. Fiscal Year**

(1) Unless otherwise determined by the Board, the fiscal year of the Society shall be from October 1<sup>st</sup> until September 30<sup>th</sup>.

#### 46. Annual Financial Statements

(1) The Board shall prepare and approve Annual Financial Statements, pursuant to the Societies Act, signed by one or more Directors, following the end of each fiscal year. These Annual Financial Statements shall be included with the Notice of the Annual General Meeting, which per Bylaw 12, must follow within six (6) months of the fiscal year end date.

(2) These Annual Financial Statements must include a note reporting the remuneration, if any, paid to the Directors, employee or contractor of the Society in the period in relation to which the financial statements are prepared. The note need not identify individuals by name.

(3) These Annual Financial Statements must include a note reporting any financial assistance, by means of a loan, a guarantee, an indemnity, or the provision of security, given by the society in the period in relation to which the financial statements are prepared. The note need not identify individuals by name.

(4) A copy of the Annual Financial Statements shall be made available to any Member who requests one.

#### 47. Audit

(1) If the Society is required or has resolved to have an auditor, then Part 10 of these bylaws shall apply.

#### 48. Signing Authority

(1) The Board may direct a manner in which the person or persons by whom any particular financial instrument, such as a contract, or class of instruments may or will be signed.

#### 49. Records

(1) Pursuant to the Act, the Society shall keep and enable Member access to records including:

- (a) Register of Members;
- (b) Minutes of Members Meetings;
- (c) Minutes of Board of Directors Meetings;
- (d) Accounting Records; and
- (e) Financial Statements and any Auditor Reports.

(2) The Society shall enable public access to Financial Statements and any Auditor Reports.

(3) The Society shall restrict public access to the Register of Members.

#### 50. Borrowing

(1) The Society shall not borrow any monies.

51. Conflict of Interest

(1) A Director or Committee member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society, shall:

- (a) disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be;
- (b) refrain from voting or speaking in debate on such contract or transaction;
- (c) refrain from influencing the decision on such contract or transaction; and
- (d) otherwise comply with the requirements of the Act regarding conflict of interest.

52. Indemnification

(1) The Society will indemnify and hold harmless out of the funds of the Society, each Director, Member and any individual who acts in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Member or and any individual who acts in a similar capacity.

(2) The Society will not indemnify a Director, Member or any individual who acts in a similar capacity for acts of fraud, dishonesty, bad faith, and breach of any statutory duty or responsibility imposed upon them under the Act.

(3) For further clarity, the Society will not indemnify an individual unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Society; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

53. Insurance

(1) The Society shall, at all times, maintain in force such Directors' and Members' liability insurance as determined by the Board of Directors, and reviewed annually for adequacy.

54. Remuneration

(1) No Director or Committee member shall be remunerated for being or acting as such, but shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

(2) This bylaw does not preclude a Director or Committee member from providing goods or services to the Society under contract or for purchase. Any Director or Committee member will disclose the conflict or potential conflict pursuant to Bylaw 51.

**PART 10      AUDIT**

55. Conditional Application of Part

(1) This Part applies only where the Society is required or has resolved to have an Auditor to undertake an audit, review or notice of the Financial Statements.

56. Appointment of Auditor

(1) The first Auditor shall be appointed by the Board.

(2) In the event of removal or resignation of the Auditor, the Board shall appoint a replacement to serve until the next Annual General Meeting.

(3) At each Annual General Meeting the Society shall appoint an Auditor to hold office until they are re-elected or their successor is elected at the next annual General Meeting.

(4) An Auditor may be removed by Ordinary Resolution at a General Meeting of Members.

(5) An Auditor shall be promptly informed in writing of appointment or removal.

57. Requirements of Auditor

(1) The auditor must be a current certified professional accountant, authorized to practice in British Columbia.

(2) Pursuant to the Act, the auditor must be independent of the Society. No Director, Member and no employee of the Society shall be Auditor.

58. Examination and Access

(1) The auditor shall make examinations necessary to enable the audit, review or notice that they are required to make.

(2) Upon Auditor request for information and or access to records, individuals who are or were Members or Directors shall make reasonable efforts in good faith to comply.

## 59. General Meetings

(1) With respect to General Meetings which are to deal with Auditor appointment or removal, or consideration of audited financial statements, the auditor is entitled to:

- (a) receive notice of the meeting and related communication;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business related to the Auditor's duty or function.

(2) A Member may, by written notice received by the Society at least 7 days before the meeting, require the attendance of the Auditor at such a General Meeting as per (1).

(3) Upon receipt of such a request, the Society shall promptly inform the Auditor, who shall attend the meeting.

## **PART 11 DISSOLUTION**

### 60. Termination of Existence

(1) 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..

## **PART 12 BYLAWS**

### 61. Distribution of Bylaws

(1) On being admitted to membership, each Member is entitled to, and the Society shall provide to them, upon request, a hard copy of the constitution and bylaws of the Society.

(2) At any other time upon request by a Member, a digital copy of the constitution and bylaws will be made available to the Member.

### 62. Alteration of Bylaws

(1) These bylaws shall not be altered or added to except by Special Resolution.

### 63. Adoption of Bylaws

(1) These bylaws were adopted by a Special Resolution vote at the Annual General Meeting of Members duly called and held on October 3, 2021.

## **APPENDIX**

### CONSTITUTION

### BYLAWS

PART 1	GENERAL
PART 2	MEMBERS
PART 3	GENERAL MEETINGS OF MEMBERS
PART 4	PROCEEDINGS AT GENERAL MEETINGS
PART 5	BOARD OF DIRECTORS
PART 6	PROCEEDINGS OF DIRECTORS
PART 7	DUTIES OF OFFICERS
PART 8	COMMITTEES
PART 9	FINANCE AND MANAGEMENT
PART 10	AUDIT
PART 11	DISSOLUTION
PART 12	BYLAWS

Dated: January 29, 1996            [Registered 13 Mar 1996]

Amended January 24, 2001        [Registered 28 Feb 2001]

Amended December 10, 2006      [Registered 16 Jan 2007]

Amended July 10, 2013            [Registered 07 Aug 2013]

Amended Oct 14, 2018            [Registered 01 Nov 2018]

Amended Oct 03, 2021            [Registered 13 Oct 2021]