

Constitution & Bylaws

Form 3

Society Act

CONSTITUTION

1. The name of the society is "CEEVACS ROADRUNNERS CLUB".
2. The purposes of the society are:
 - a. To encourage, support, foster and promote running, walking and other fitness-related activities for the enjoyment, health and well being of our members and community;
 - b. To organize and provide running, walking and triathlon events and related educational and public awareness programs for our members and community;
 - c. To provide similar and related services as determined by our membership; and
 - d. To do all such things as may be necessary or conducive to the attainment of these purposes.
3. In the event of the winding up or dissolution of the Society its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to a charitable organization or organizations within British Columbia with similar purposes as this society as may be determined by the members of the Society at the time of winding up or dissolution.
4. Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.
5. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
6. Paragraphs 3, 4 and 5 of this Constitution are unalterable.

BYLAWS

Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a. "Society" means CEEVACS ROADRUNNERS CLUB;
 - b. "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
 - c. "Directors" means the directors of the Society for the time being;
 - d. "Officers" means any persons elected by the membership to hold the office of President, Vice President, Secretary and Treasurer;
 - e. "Past President" means the previous President of the Society immediately prior to the election of the current President;
 - f. "Club Coach" means the current coach of the Society;
 - g. "Family Member" means members of a family including spouses, parents, step-parents, siblings, children, step-children and foster children all of whom must be living in the same household at the same time;
 - h. "Voting Membership" – means all members in good standing that are approved to vote in membership meetings according to these Bylaws;
 - i. "Bylaws" means the bylaws of CEEVACS ROADRUNNERS CLUB as contained in this document and any subsequent amendments to them;
 - j. "Registered address" of a member means the member's address as recorded in the register of members;
 - k. "Debenture" means a type of debt instrument that is not secured by physical asset or collateral and is backed only by the general creditworthiness and reputation of the issuer; and

1. "Mortgage" means a type of debt instrument that is secured by the collateral of specified real estate property and that the borrower is obliged to pay back with a predetermined set of payments.

2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

3 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

Applications for Membership

4 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with the Bylaws, and, in either case, have not ceased to be members.

5 A person or family may apply to the Directors or their designate and, upon acceptance by the Directors or their designate, that person or family becomes a member.

Membership Types

6 The Society shall have two classes of members:

- a. General Members; and
- b. Family Members.

Duties of Members

7 Each member shall inform the Secretary or his designate in writing of his up-to-date address, telephone number and e-mail address (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.

8 Every member shall uphold the Constitution and comply with these Bylaws.

Membership Dues

9 The Directors will determine the membership dues, if any. The Directors may waive, in whole or in part, membership dues for any member.

10 Annual membership dues shall be due and payable on the 1st day of January in each calendar year.

Cessation of Membership

11. 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 by mailing, emailing 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 not been a member in good standing for a period of 30 days.

Expulsion of Members by the Membership

12. A member may be expelled by a special resolution of the members passed at a general meeting.

13. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.

14. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Expulsion of Members by the Directors

15 The Directors may, by a two-thirds vote of Directors present, expel a member for any reason.

16 A member subject to a vote for expulsion must be given at least seven days written notice of such a meeting, and a brief description of the reason(s). He will also be given the opportunity to defend in person or by agent prior to the vote.

Members and Good Standing

17 All members are in good standing except a member who has failed to pay his current annual membership fee or other subscription or debt due and owing by him to the Society.

18 Unless the Directors otherwise decide, a member who has not paid his membership fee may at any time bring himself into good standing by paying his membership fee even though it is past due.

Part 3 – Meeting of Members

19 General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.

20 Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting.

21 The Directors may, whenever they think fit, convene an extraordinary general meeting.

22 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

23 Notice of a general meeting shall be given to each member of the Society or shall be sent to their last recorded address. Such notice shall be given 10 days prior to the date of such meeting, shall be sent either

by mail or email and shall specify the place, day and hour of meeting, and the proposed agenda.

24 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.

Part 4 – Proceedings at General Meetings

25 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

- the adoption of rules of order;
- the consideration of the financial statements;
- the report of the Directors;
- the report of the auditor, if any;
- the election of Directors;
- the appointment of the auditor, if required, and
- such other business as, 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.

26 No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

27 If, at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended.

28 A quorum is 10% of the voting membership or such greater number as the members may determine at a general meeting.

29 If, within 30 minutes from the time appointed for a members' meeting, a quorum is not present, the meeting shall stand adjourned until an acceptable time and place is determined and if, at such adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum provided there are at least 5 members present.

30 The President of the Society, the Vice President or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.

31 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 Chairperson.

the members present shall choose one of their number to be Chairperson.

32 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.

33 When a meeting is adjourned, notice of the adjourned meeting shall be given as in the case of the original meeting.

34 Except as provided in this Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

35 In case of an equality of votes, the Chairperson 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.

36 Each General Member in good standing and present at a meeting of members is entitled to one vote.

37 Each Family Member 16 years of age and older in good standing and present at a meeting of members is entitled to one vote.

38 Voting is by show of hands, unless the members present otherwise decide.

39 Voting by proxy is prohibited.

Part 5 – Directors and Officers

General Powers of Directors

40 The Directors may exercise all such powers and do all such acts and things as 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 the general meeting, but subject, nevertheless, to the provision of:

- 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 the general meeting.

41 No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Number and Qualifications of Directors

42 The general management of the Society shall be vested in an Executive consisting of a President, Vice President, Past President, Secretary, Treasurer, not less than five (5) and no more than eight (8) Directors at Large and the Club Coach. All members of the Executive except the Past President and Club Coach shall be elected by the membership.

43 A Director shall be a member in good standing.

44 The Past President's term is automatic after serving the immediate term as President and shall serve until a successor Past President shall be determined. The Past President has full voting rights.

45 The Club Coach has no voting rights.

Terms of Directors and Their Replacement

46 The Directors shall appoint a Nominating Committee consisting of two or more members at least 14 days before the Annual General Meeting and shall provide the Nominating Committee with a list of positions and a description of the duties of the Directors. No directors shall serve on the Nominating Committee.

47 The Nominating Committee shall prepare a list containing one or more nominations for each Director position. The list must be prepared in sufficient time for the Annual General Meeting. The Nominating Committee shall obtain the consent of the nominees.

48 The first Directors shall retire at the first annual general meeting following the incorporation.

49 The Directors shall retire at the expiration of their term, when their successors shall be elected.

50 A Director shall be elected at the annual general meeting for a one year term.

51 Election procedures at the annual general meeting shall be determined by the members present.

52 The Directors may at any time appoint a member as a Director to fill any Director vacancy.

53 A Director appointed by the Directors holds office until the next annual general meeting.

Removal of Directors or Officers by Membership

54 The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his term in office and may elect, by majority vote, a successor to serve to the next annual general meeting.

55 The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.

56 The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

Quorum

57 The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be one-half of the Directors then in office.

58 The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.

59 The Directors may, at any time, and the Secretary on the request of two Directors, shall convene a meeting of the Directors.

Officers

60 The President, Vice President, Secretary and Treasurer shall be Officers of the Society and shall be elected at the annual general meeting.

61 An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

62 Officers shall serve for one officer term, upon election.

63 The Directors may at any time appoint a Director to fill any Officer vacancy.

64 Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

Committees of the Directors

65 The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit.

66 A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

67 Subject to directions of the Directors, the Committee shall determine its own procedure.

68 The members of a Committee may meet and adjourn as they think proper.

Miscellaneous Matters

69 No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.

70 Each Director shall inform the Secretary or his designate in writing of his up-to date address, telephone number and e-mail address (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.

71 Notices may be given to Directors in the same manner as notices are given to members.

72 In conformity with clause 5 of the Constitution, no Directors or Officers shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

73 The Club Coach may be remunerated for providing coaching instruction to members.

74 Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.

75 In case of an equality of votes, the Chairperson does not have a second or casting vote.

Return of Documents and Property

76 At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

Meetings Generally

77 The Directors or Committee of the Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these Bylaws. The meetings may be held in whole or in part, by telephone, email or other communications medium if all participating in the meeting, whether by telephone, email or by other communications media or in person, are able to communicate with each other.

In Camera Meetings

78 The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

Voluntary Leave of Absence

79 A Director who may be absent temporarily may deliver to the President by email or other written means a waiver of notice of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a. a notice of meeting of Directors is not required to be sent to that Director;

- b. any and all meetings of the Directors, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective; and
- c. any proposed resolution, notice of which has not been given to that Director, is valid and effective if agreed to by a majority of the remaining Directors, provided the remaining Directors constitute a quorum.

Part 6 – Duties of Officers

80 The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide.

81 The President is:

- a. the Chief Executive Officer of the Society;
- b. the chief spokesperson for the society; and
- c. the supervisor of other Directors or Officers.

82 The Vice President shall:

- a. assist the President; and
- b. carry out the duties and exercise the powers of the President during any absence of the President.

83 The Secretary shall:

- a. conduct the correspondence of the Society;
 - b. issue notice 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, if any, of the Society;
- and

f. the Secretary or a person designated by the Secretary will maintain a record of the full name, residence address, telephone number and email address of the member, the date on which a person is admitted as a member and the date on which a person ceases to be a member.

84 The Treasurer shall keep such financial records, including books of account, as are necessary to comply with the Society Act, and the Treasurer shall render financial statements to the Directors, members and others when required.

85 The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.

86 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

87 A Director shall:

- a. act honestly and in good faith and in the best interests of the Society; and
- b. exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

88 A Director who is directly or indirectly interested in a proposed contract, transaction or other potential conflict of interest with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the Society Act.

89 A Director deemed by other Directors to be in a conflict of interest as determined by a majority vote of Directors may restrict that Director from voting on such proposed contract or transaction.

90 The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared.

91 The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the Society Act and Income Tax Act or other law.

92 The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.

93 The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- a. all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- b. every asset and liability of the Society; and
- c. every other transaction affecting the financial position of the Society.

Part 8 – Seal

94 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.

95 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

Part 9 – Borrowing

96 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.

97 No debenture or mortgage shall be issued without the sanction of a special resolution approved by members of the Society.

98 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 – Auditor

99 An auditor is not required by the Society but the Directors may choose to appoint an auditor for special purposes.

Part 11 – Inspection of Documents by Members and Directors

100 Subject to the Personal Information Protection Act:

- a. the books and records of the society, with the exception of the current and past membership lists (registry) shall be open to inspection by members on reasonable notice at the office of the society but no copies can be made unless authorized by the Directors; and
- b. Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a Director.

Part 12 – Notices to Members

101 A notice may be given to a member either by mail or by email at his registered address.

102 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.

103 A notice may also be given to a member by emailing it to an email address provided by the member.

104 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.

105 Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given; and

106 No person, other than those mentioned in the above paragraph, is entitled to receive a notice of general meeting.

Part 13 – Bylaws

107. After being admitted, a member is entitled to a copy of the Constitution and Bylaws upon paying the sum of \$1.00. If the Constitution and Bylaws are available in electronic format, the member is entitled to an electronic copy of the Constitution and Bylaws at no cost.

DATE: January 9, 2012