



NUMBER: S 28203

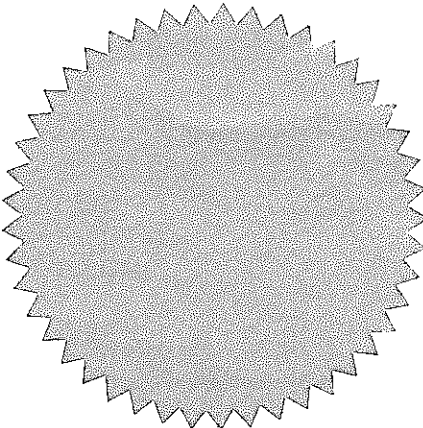
ORDER

SOCIETY ACT

IN THE MATTER OF THE *SOCIETY ACT*
AND
AN APPLICATION BY
GREATER VICTORIA VELODROME ASSOCIATION

I Hereby Order that, under section 7(3)(b) of the *Society Act*, **GREATER VICTORIA VELODROME ASSOCIATION** be exempt from the limitation on the number of non-voting members in section 7, subsection (2), of the *Society Act*.

This order is subject to review as I deem appropriate.



*Issued under my hand at Victoria, British Columbia,
on June 10, 2014*

CAROL PREST
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



SOCIETY ACT

COPY OF RESOLUTION

I CERTIFY THIS IS A COPY OF A DOCUMENT FILED ON

JUN 06 2014

The following is a copy of

- Special resolution* passed (checked)
Ordinary resolution
Directors' resolution

Signature of Carol Prest, Registrar of Companies, Province of British Columbia

in accordance with the by-laws of the Society on the 26th day of May, 2014

"RESOLVED

Please see attached Resolution (By-laws).

Dated this 26th day of May, 2014

Greater Victoria Velodrome Association

(Name of Society)

by [Signature]

President

(Relationship to Society)

* Strike out words which do not apply.

- (a) No special resolution has effect until accepted by the Registrar of Companies.
(b) Send, in duplicate, to the Registrar of Companies.
Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.
Location Address: 200 - 940 Blanshard Street, Victoria BC V8W 3E6 together with applicable fee.
Telephone number: 1 877 526-1526.]

Filing Fee: \$50.

Additional information and forms are available on the Internet at: www.bcregistryservices.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FOIPPA):

Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

RESOLVED

That the Bylaws of the Greater Victoria Velodrome Association be rescinded and that the attached Bylaws be adopted.

By-laws of the Greater Victoria Velodrome Association

1.0 Interpretation

1.1 In these Bylaws, unless the context otherwise requires:

“**Directors**” means the directors of the Society collectively;

“**Members**” means both Adult (Voting) Members and Youth (Non-Voting) Members of the Society collectively;

“**Society Act**” means the *Society Act* of British Columbia as amended or repealed and replaced from time to time;

“**Society**” means the Greater Victoria Velodrome Association;

“**Registered Address**” means a Member’s mailing address and/or electronic mail address as recorded in the register of Members.

1.2 The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

1.3 Words importing the singular include the plural and *vice versa*, and words importing a male person include a female person and a corporation.

2.0 Membership

2.1 Membership in the Society is open to all persons of any citizenship.

2.2 A person wishing to obtain membership in the Society must make application to the Society in the manner prescribed by the Directors from time to time.

2.3 There shall be two (2) classes of members in the Society:

2.3.1 Adult Members

Members in good standing of the Society who have reached the age of eighteen (18) years of age or older as of the date of their Membership application, which Adult Members shall be voting members and are entitled to one (1) vote at all General Meetings of the Society and further entitled to be a Director, hold any office, and be a member of a committee(s) of the Society.

2.3.2 Youth Members

Members in good standing of the Society under eighteen (18) years of age as of the date of their Membership application, which Youth Members shall be non-voting members and are not entitled to be a Director or hold any office of the Society.

- 2.4 Every Member must uphold the Constitution of the Society and comply with these Bylaws of the Society.
- 2.5 The Voting Members may, by Special Resolution at a General Meeting, remove a Member from holding membership in the Society.
- 2.6 Membership dues, race and program fees, bike storage charges, and all other costs to be borne by Members shall be determined by the Directors from time to time.

3.0 **General Meetings of the Society**

- 3.1 General Meetings of the Society (including the Annual General Meeting) must be held at the time and place, in accordance with the *Society Act*, that the Directors decide from time to time, subject to the *proviso* that General Meetings of the Society must be held in person, and not via electronic means.

4.0 **Proceedings at General Meetings**

- 4.1 Special business is
 - 4.1.1 All business conducted at an Annual General Meeting, except the following:
 - 4.1.1.1 The adoption of rules of order;
 - 4.1.1.2 The consideration of financial statements;
 - 4.1.1.3 The report of the Directors;
 - 4.1.1.4 The report of the Auditor, if any;
 - 4.1.1.5 The election of Directors;
 - 4.1.1.6 The report of the Auditor, if required;
 - 4.1.1.7 The other business that, under these Bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by a report of the Directors issued with the notice convening the meeting.
- 4.2 The following shall apply to quorums:

- 4.2.1 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum of Voting Members is not present.
- 4.2.2 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.
- 4.2.3 A quorum is 3 Voting Members, or a greater number that the Voting Members may determine by Special Resolution at a General Meeting.
- 4.2.4 If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting stands adjourned to a date to be decided by the Voting Members.
- 4.3 If at a General Meeting:
 - a) there is no President, Vice-President or other Director present within 30 minutes after the time appointed for holding the meeting, or
 - b) the President and all the other Directors present are unwilling to act as the chair,the Voting Members present must choose a Voting Member to be the chair.
- 4.4 A General Meeting may be adjourned from time to time and from place to place, but business must not be conducted while a meeting is adjourned.
- 4.5 It is not necessary to give notice of an adjournment or of the business to be conducted at the re-commencement of an adjourned General Meeting.
- 4.6 A resolution proposed at a General Meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 4.7 In the case of a tie vote, the chair has a second vote in addition to the vote to which he or she is entitled as a Voting Member.
- 4.8 Subject to 4.7 (above) each Voting Member present at a meeting of Members is entitled to one vote.
- 4.9 Voting is by show of hands.
- 4.10 Voting by proxy is not permitted.

5.0 Directors and Officers

Powers

- 5.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise except those that are required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to

- a) all laws affecting the Society.
 - b) these Bylaws, and
 - c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a General Meeting.
- 5.2 A resolution made by the Society at a General Meeting does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 5.3 The Directors of the Society shall be comprised of up to seventeen (17) Voting Members or such other number as is determined by Ordinary Resolution from time to time at a General Meeting, which Directors shall assume the following roles:
- a) President;
 - b) Vice-President;
 - c) Secretary;
 - d) Treasurer;
 - e) Registrar;
 - f) Race and Special Event Director;
 - g) Equipment Director
 - h) Westshore Liaison Director
 - i) Communications Director
 - j) Cycling BC and Burnaby Velodrome Liaison Director
 - k) Velodrome Supervision Director
 - l) Grant Director
 - m) Sponsorship Director
 - n) Velodrome Scheduling Director
 - o) Past President
 - p) Director at Large
 - q) Director at Large
- 5.4 Directors must retire from office at each Annual General Meeting when their successors are elected.
- 5.5 Separate elections must be held for each office to be filled.

- 5.6 An election may be made by acclamation, otherwise it must be by show of hands.
- 5.7 A Director may be elected or appointed to fill one or more Director positions at the same time.
- 5.8 In the event that a successor is not elected, if willing, the person previously elected or appointed continues to hold office.
- 5.9 The Directors may at any time and from time to time appoint a Voting Member as a Director to fill a vacancy in the Directors, and a Director so appointed holds office only until the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.
- 5.10 Any act or proceeding of the Directors is not invalid in the event that there are less than the prescribed number of Directors in office or it is subsequently determined that there is a defect in the election, appointment or continuance in office of an individual Director(s), with such acts or proceedings of the Directors being valid as if the individual Director(s) had been duly elected, appointed or continued in office.
- 5.11 The Voting Members may, by Special Resolution at a General Meeting, remove a Director before the expiration of his or her term of office, and by Ordinary Resolution may elect a successor to complete the term of office.
- 5.12 A Director shall not be remunerated for being or acting as a Director except as set out below:
 - 5.12.1 A Director may, upon approval by the Directors, be reimbursed for expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
 - 5.12.2 Each Director is entitled to storage of one (1) track bike at no charge in the Society's secure storage facilities.

6.0 Proceedings of Directors/Committees of Directors

- 6.1 The Directors may meet at places and times which they consider appropriate to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, which without limiting the generality of the foregoing shall include the following types of meetings:
 - a) in-person or via electronic means such as telephone, skype, etc.
 - b) by electronic text via internet, where all Directors may see and respond to the text of other Directors,
 - c) a combination of in-person, electronic and electronic text.
- 6.2 The Directors may from time to time determine the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors holding office at that time.

- 6.3 The President is the chair of all meetings of the Directors, but if at a 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 the chair at that meeting.
- 6.4 A Director may at any time convene a meeting of the Directors.
- 6.5 The Directors may delegate any of their powers to Committees consisting of any number of Members of the Society, with a minimum of one (1) Member being a Director.
- 6.6 A Committee formed pursuant to 6.5 (above) in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 6.7 A Committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Director(s) present who are members of the Committee must choose one of their number to be the chair of the meeting.
- 6.8 The members of a Committee may meet and adjourn as they consider proper and appropriate.
- 6.9 Resolutions proposed at a meeting of the Directors and/or Committee must be decided by an ordinary majority of votes, and in the case of a tie vote, the chair has a second vote.
- 6.10 Resolutions proposed at a meeting of Directors and/or Committee need not be seconded, and the chair of a meeting may move or propose a Resolution.
- 6.11 Resolutions proposed at a meeting of Directors and/or Committee may be voted on by:
 - a) a show of hands for meetings in-person or via video,
 - b) by voice for meeting held via telephone or other audio only means,
 - c) by text if a meeting is held via internet,

7.0 Duties of Officers

President

- 7.1 The President presides at all meetings of the Society and of the Directors.
- 7.2 The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

Vice-President

7.3 The Vice-President must carry out the duties of the President during the President's absence.

Secretary

7.4 The Secretary must:

- a) conduct the correspondence of the Society,
- b) issue notices of meetings of the Society and Directors,
- c) keep minutes of all meetings of the Society and Directors,
- d) have custody of all records and documents of the society except those required to be kept by the treasurer,
- e) have custody of the common seal of the Society,
- f) maintain the register of Members of the Society.

7.5 In the absence of the Secretary from a meeting of the Society or a meeting of the Directors, the Directors must appoint another person to act as secretary at the meeting.

Treasurer

7.6 The Treasurer must:

- a) keep the financial records, including books of account, necessary to comply with the *Society Act* and all other applicable legislation, and
- b) render financial statements to the Society, Directors, Members and others when required.

7.7 The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.

Other Officers

7.8 The roles, responsibilities and duties of all other officers as set out in section 5.3 herein shall be set out from time to time by the Directors.

8.0 Seal

8.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.2 The common seal must be affixed only when authorized by a Resolution of the Directors and then only in the presence of the persons specified in the Resolution, or in no persons are specified, in the presence of the President and Secretary or President and Secretary-Treasurer.

9.0 Banking and 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, enter into agreement(s) with bank(s) and/or other financial institutions to create financial account(s).
- 9.2 Execution of financial documents on behalf of the Society, which without limiting the generality of the foregoing shall include the signing of cheques, shall require the signatures of two (2) Directors, one of which shall be the Treasurer or Secretary-Treasurer, as the case may be.
- 9.4 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise, borrow, or secure the payment or repayment of money in the manner they decide, except that in order to borrow money there must be a unanimous vote of the Directors.

10.0 Auditor

- 10.1 At each Annual General Meeting the Society may by Ordinary Resolution appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 10.2 An auditor may be removed by Ordinary Resolution.
- 10.3 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.4 A Director or employee of the Society must not be its auditor.
- 10.5 The auditor may attend General Meetings.

11.0 Notices to Members

- 11.1 A notice may be given to a Member, either personally or by postal mail, or by electronic mail for which confirmation of receipt is obtained, to the member at the Member's Registered Address.
- 11.2 A notice sent by postal mail is deemed to have been given on the third day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 A notice sent by electronic mail is deemed to have been given on the same day 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 sent via electronic device.
- 11.4 Except with unanimous approval of the Directors, Notice of a General Meeting must be given no sooner than seven (7) days prior to the date of the General Meeting, and must be given to:

- a) every Voting Member shown on the register of members on the day notice is given, and
 - b) every Non-Voting Member shown on the register of members on the day notice is given, and
 - c) the auditor, if Part 10 applies,
- and no other person is entitled to receive a notice of a General Meeting.

12.0 Bylaws

- 12.1 Upon being admitted to membership, each Voting Member is entitled to, and upon request the Society must provide to the Voting Member without charge, a copy (which may include electronic copy) of the Constitution and Bylaws of the Society.
- 12.2 These Bylaws must not be altered or added to except by Special Resolution of the Voting Members of the Society.

