

## THE GREATER NANAIMO CYCLING COALITION CONSTITUTION

1. The name of the Society is "The Greater Nanaimo Cycling Coalition ," hereafter referred to as the "Association."
2. (1) The purpose of the Association is to promote, and improve conditions for cycling in Greater Nanaimo.  
  
(2) To accomplish this mission the Association has set itself the following goals:
  - (a) To improve cycling education and make it global for cyclists, for motorists and others dealing with bicycling.
  - (b) to facilitate communication between cyclists and governments.
  - (c) to improve facilities for bicycle use.
  - (d) to improve the legal climate for bicycling.
  - (e) to encourage more people to ride bicycles more.
  - (f) to develop a cycling information base.
3. The stated goals of the Association do not preclude the adoption of other goals consonant with the purpose of the Association.
4. The Association is composed of interested cyclists and groups with an interest in cycling in the Greater Nanaimo area.
5. The Association endorses, promotes and follows this basic operating principle, that the bicycle is a legitimate vehicle and should be an integral part of the transportation system.
6. In the event of winding up or dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to an organization or organizations promoting the same objectives as this Association at the time of the winding up or dissolution. If transference to such an organization or organizations is not possible, then the funds remaining after windup or dissolution of the Association shall be transferred to some other organization. This other organization must be qualified as a charitable organization, a charitable corporation, or a charitable trust by the Department of National Revenue of Canada under the appropriate provisions of the Income Tax Act of Canada in effect at the time of Association windup or dissolution.
7. The purpose of the Association shall be carried out without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its purposes.

# The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



8. Paragraphs 6, 7 and this paragraph are unalterable in accordance with the Society Act.
9. Paragraphs 3 through 5 and this paragraph are only alterable through an special resolution as defined in, and acted upon in accordance with, the Bylaws of the Association.

## The BYLAWS of the Greater Nanaimo Cycling Coalition

Here, set forth in numbered clauses, are the by-laws providing for the matters referred to in Section 6(1) of the Association Act and any other by-laws.

### Part I -- Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) "directors" means the directors of the society for the time being;
  - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means his address as recorded in the register of members.
  - (d) Special Resolution: in compliance with the Society Act, means a resolution passed by a majority of not less than 75% of those members of the Society who, being entitled to do so, vote at a general meeting of the Society of which not less than fourteen (14) days' notice specifying the intention to propose the resolution as a special resolution, has been given.
- (2) The definitions in the Society Act effective on the date these bylaws become effective apply to these bylaws.

### Part 2 -- Membership

2. (1) The members of the society are the applicants for incorporation of the society, and those persons or groups who have subsequently become members, in accordance with these bylaws, and, in either case have not ceased to be members and the designated representatives of those organizations who have become corporate members in accordance with these bylaws, and are in good standing.
- (2) There shall be two classes of membership of the Society:

individual members
group members

## The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



- (3) Any individual who endorses the purposes of the Society may apply to the directors for membership as an individual member, and upon acceptance by the Directors and payment of the appropriate fee, if any, shall become an individual member.
- (4) Any organization or group, whether incorporated or not, which endorses the purposes of the Society, may apply to the directors for membership as a group member, and upon acceptance by the Directors and payment of the appropriate fee, if any, shall become a group member.
3. A person or organization may apply to the directors for voting membership in the society and at the discretion of the directors shall be accepted as a voting member. Acceptance for membership shall be based on the motivation of the applicant, which must be ancillary to and relevant to the directive objectives of the Association.
4. Every member shall uphold the constitution and comply with these bylaws.
5. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
6. A person shall cease to be a member of the Society by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; on his or her death or in the case of a corporation, dissolution; on being expelled; or at having been a member not in good standing for 12 consecutive months.
7. (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 person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
8. All members are in good standing except those who have failed to pay the current annual membership fee or any other subscription or debt due and owing to the society. The member is not in good standing so long as any debt remains unpaid.

### Part 3 -- Meetings of Members

9. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

## The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The directors may, when they see fit, convene an extraordinary general meeting
12. (1) Notice of a general meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business.  
(2) 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.
13. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### Part 4 -- Proceedings at General Meetings

14. In compliance with the Society Act, the following business shall be conducted at every Annual General Meeting:
  - (i) the consideration of the Financial statements;
  - (ii) the report of the auditor, if any;
  - (iii) the election of directors;
  - (iv) the appointment of the auditor, if required.
15. (1) A quorum must be present for all business at a general meeting, except the election of a chairperson and the adjournment or termination of the meeting.  
(2) 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.  
(3) A quorum at a general meeting is 10% of the membership, or 5 members, whichever is less, but never less than 5 members.
16. 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, 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 place, 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.

## The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



17. Subject to bylaw 18, the chair of the society, the co-chair or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
18. If at a general meeting
  - (a) there is no chair, co-chair, or other director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the chair and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
19. (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 10 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.
20. (1) For the conduct of a general meeting or a meeting of the board of directors, Roberts Rules of Order shall be followed insofar as they apply.
  - (2) In case of a tie vote, the chairperson may cast the deciding vote.
  - (3) The chairperson shall not vote unless it is necessary to do so to break a tie vote.
21. (1) A member in good standing whose name is on the Society's register of members 30 days prior to a meeting of members and present at that meeting of members is entitled to one vote.
  - (2) Voting is by show of hands except
    - (a) when electing officers and directors, who shall be voted for by ballot; and
    - (b) for special resolutions, which shall be voted for by ballot.
  - (3) Voting by proxy is not permitted.
  - (4) A simple majority of votes for or against shall decide the outcome of a vote.
  - (5) For special resolutions, a vote may only pass if 75% or more of members are in favour.
  - (6) Abstention is considered as no vote, and does not affect quorum.
22. A corporate member may vote by its single authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that

# The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

## Part 5 -- Directors and Officers

23. (1) The directors may exercise all the powers and do all the things that the Society may exercise and do, subject to these Bylaws and the Society Act and subject to the rules made by the Society at general meetings.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
24. (1) The chair, co- chair, secretary, treasurer and one or more persons shall be the directors of the society.
- (2) The number of directors shall be no less than 5 and no more than 12.
25. (1) The term of office for directors and officers of the Society shall be two year renewable terms.
- (2) Half of the Directors shall retire from office at each general meeting and their successors shall be elected.
- (3) Separate elections must be held for each office.
- (4) Nominations from the floor can only be accepted if the consent of the nominee can be shown by
- (a) oral consent, if the nominee is present at the meeting; or
  - (b) written consent, if the nominee is absent from the meeting.
- (5) An election may be by acclamation; otherwise it is by ballot.
- (6) Those candidates who receive the most votes shall form the new board of directors.
26. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
27. (1) If a director resigns or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

## The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



- (3) A director who is absent 3 consecutive board meetings without explanation or notice shall be deemed to have resigned from his or her position on the board.
28. (1) The members may by special resolution remove a director before the expiration of the member's term of office, and may elect a successor to complete the term of office.
  - (2) A director who is the subject of a resolution for removal is entitled to at least seven (7) days notice of the meeting at which the resolution is to be considered, together with a statement of the grounds upon which his or her removal is proposed.
29. No director shall be reimbursed for being or acting as director but a director may be reimbursed for all expenses necessarily and reasonably incurred by that director while engaged in the affairs of the Society.

### Part 6 -- Proceedings of Directors

30. (1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (2) The quorum for a meeting of directors shall be a majority of the directors then in office.
  - (3) The chair shall be chairperson of all meetings of the directors, but if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the co- chair shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
  - (4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
31. (1) The directors may entrust any, but not all, of their powers, as they are necessary to achieve a specific purpose, to committees consisting of a director or directors, or to committees of other members.
  - (2) a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
  - (3) the directors shall appoint chairperson for each committee so formed.
32. If at a meeting the chairperson is not present within 30 minutes after the time

## The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

33. The members of a committee may meet and adjourn as they see fit, under the directions of the committee chair
34. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable, email or fax, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - (a) a notice of meetings of directors is not required to be sent to that director; and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of directors is present, be valid and effective.
35. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.  
(2) The chairperson shall not vote except to break a tie vote.
36. A resolution proposed at a meeting of the directors or committee of directors need not be seconded and the chairperson of a meeting may move or propose a resolution.
37. 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.

### Part 7 -- Duties of Officers

38. (1) The chair shall preside at all meetings of the society and of the directors.  
(2) The chair and co-chair are the chief executive officers of the society and shall supervise the other officers in the execution of their duties.
39. The co-chair shall carry out the duties of the president during the chair's absence.
40. The secretary shall do the following:
  - (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) maintain the register of members.

# The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



41. The treasurer shall
  - (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
  - (b) render financial statements to the directors, members and others when required.
  
42. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.  
  
(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).
  
43. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## Part 8 -- Borrowing

44. 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 the manner they decide, and, in particular but without limiting the foregoing. by the issue of debentures.
  
45. No debenture shall be issued without the sanction of a special resolution.
  
46. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## Part 9 -- Auditor

47. The Association shall be audited in compliance with the Societies Act.
  
48. The First auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
  
49. At each annual general meeting the Society shall appoint an auditor to hold office and that auditor shall hold office until he or she is re-appointed or a successor is appointed at the next annual general meeting.
  
50. An auditor may be removed by a majority of votes.

## The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



51. An auditor shall be promptly informed in writing of appointment or removal.

52. No director and no employee of the society shall be auditor.

53. The auditor may attend general meetings.

### Part 10 -- Notices to Members

54. A notice may be given to a member, either personally or by mail to the member's registered address.

55. A notice sent by mail shall be deemed to have been given on the second day following the 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.

56. (1) Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 9 applies.

(2) No other person is entitled to receive a notice of general meeting.

### Part 11 -- Bylaws

57. On being admitted to membership, each member is entitled to and the Society shall give, without charge, a copy of the constitution and bylaws of the Society.

### Part 12 -- Conflict of interest

58. (1) In order to avoid conflict of interest, any director or member who wishes to work for the Association for pay must state that intent when issues pertaining to that work arise at a general or board of directors meeting.

(2) Any director or member working for pay or intending to work for pay for the Association must abstain from voting on issues pertaining to that work, and explain orally before the vote, the conflict of interest that requires the abstention.

(3) Any member of the board of directors who accepts payment for work for the Association shall step down from the board of directors upon becoming employed

## The Constitution and Bylaws of the Greater Nanaimo Cycling Coalition



by or contracted to the Association to perform work on its behalf, and remain off the board of directors for the defined duration of the work.

- (4) No director or member who votes on matters pertaining to work that that same director or member intends to do for the Association, but has yet to enter into a binding agreement for, shall be eligible to be contracted for or hired to do that work.