



BRITISH COLUMBIA CARRIAGE DRIVING SOCIETY

Revised October 25, 2013

Society Act

CONSTITUTION

1. The name of the Society is “**BRITISH COLUMBIA CARRIAGE DRIVING SOCIETY**”.
2. The purposes of the Society are:
 - a. To promote the best interests of the sport of carriage driving both competitively and for pleasure;
 - b. To educate and inform the public with respect to driving methods, safety and events;
 - c. To sponsor educational driving clinics for novice and experienced drivers as well as clinics for the purpose of training officials and coaches;
 - d. To liaise with other organizations which are interested in the sport of driving;
 - e. To do all things necessary, suitable and proper for the accomplishment of the above purposes; and
 - f. To accept, receive and take by devise, bequest or gift and to hold, possess and enjoy for the purposes of the Society, donations, gifts, grants, devises and bequests or real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe.
3. On dissolution of the Society and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed to such charitable organization or organizations as may be decided by the members.
4. The Society business shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
5. Paragraphs 3 and 4 of this Constitution are unalterable.

BYLAWS

Part 1 – Interpretation

1. In these Bylaws, unless the context otherwise requires:
 - a. “Society” means **BRITISH COLUMBIA CARRIAGE DRIVING SOCIETY**;
 - b. “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - c. “Directors”, “Board” or “Board of Directors” means the Directors of the Society for the time being;

- d. "Officer" means the President, Vice President, Secretary, Treasurer, and such other persons elected or appointed to the Society's Executive from time to time under these Bylaws;
 - e. "Chapter" or "Regional Chapter" means a Chapter formed in accordance with these Bylaws;
 - f. "Family Member" means members of a family including spouses, parents, step-parents, siblings, children, step-children and foster children all of whom shall be living in the same household at the same time;
 - g. "Voting Membership" means all members in good standing that are approved to vote in membership meetings according to these Bylaws;
 - h. "Bylaws" means the Bylaws of the BC CARRIAGE DRIVING SOCIETY as contained in this document and any subsequent amendments to them;
 - i. "Registered Address" of a member means the member's address as recorded in the register of members.
2. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
 3. Words signifying the singular include the plural and vice versa, and words signifying a male person include a female person and sole proprietorship, partnerships, corporations, cooperatives, societies and non profit organizations.

Part 2 – Membership

Applications for Membership

4. The members of the Society are those persons who become members in accordance with these Bylaws and have not ceased to be members.
5. A person may apply to the Directors for membership in the Society and, on acceptance by the Directors, is a member of the Society.

Membership Types

6. The Society shall have three classes of members:
 - a. General Members – those members over the age of 19 years as of January 1st;
 - b. Family Members – consisting of two adults and all children living in the same household at the same time and under the age of 19 years as of January 1st;
 - c. Junior Members – those members under the age of 19 years as of January 1st.

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 fees 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 or delivering it to the address of the Society;
 - b. on his death; or
 - c. on being expelled; or
 - d. on having not been a member in good standing for 30 days.

Expulsion of Members by the Membership

12. A member may be expelled by a resolution of the Directors passed at a Directors meeting.
13. The notice of resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
14. Before the resolution is put to a vote, the Directors shall elect or appoint a panel of three (3) Directors to investigate the proposed expulsion and make a recommendation to the Board of Directors.
15. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard by the panel before the resolution is put to a vote.
16. The Board of Directors may accept or reject the panel's recommendation, as the Board sees fit.

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 any other subscription or debt due and owing by the member 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 - Meetings of Members

19. General meetings of the Society shall be held at the 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, when they think fit, convene an extraordinary general meeting.
22. The Annual General Meeting of the Society shall be held once every calendar year at such time and place as the Directors designate.
23. Notice of a general meeting shall be given to each member of the Society or shall be sent to their last recorded address either by mail, email or technological means. Such notice shall be given 30 days prior to the date of such meeting and shall specify the place, day and hour of meeting, and the proposed agenda or, in case of special business, the general nature of that business.
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

Business

25. Special business is:
 - a. all business at an extraordinary general meeting except the adoption of rules of order; and
 - b. all business conducted 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 that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business that 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 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.
27. If at any time during a general meeting a quorum ceases to be present, business then in progress shall be suspended.

Quorum

28. A quorum for general meetings is ten (10) members present or a greater number that the members may determine at a general meeting.
29. If, within thirty (30) minutes from the time appointed for a general 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 thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum provided there are at least five (5) members present.

Meeting Chair

30. 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.
31. At a general meeting, the members present shall choose one of their number to be Chair if:
 - 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.

Adjournment

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.

Voting

35. In case of an equality of votes, the Chair 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 member in good standing, 19 years of age and older as of January 1st, and present at a meeting of members is entitled to one vote.
37. Voting is by show of hands, unless the members present otherwise decide.
38. Voting by proxy is prohibited.
39. Voting on a "Special Resolution" may be by mail, technological means, or in person at a meeting.

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 Board of Directors consisting of:
 - a. the Chair of each Regional Chapter or an alternate Chapter member delegate elected by the Chapter members; and
 - b. no more than three (3) Directors at Large.
43. A Director shall be a member in good standing of the Society, a resident of the Province of British Columbia, and have attained the age of majority in British Columbia.

Directors at Large

44. Nominations for Directors at Large shall be in writing and signed by the Nominator and the Nominee, both of whom shall be members of the Society.
45. If there are more than three (3) Nominations received for Director at Large, there will be an election by the members present at the Annual General Meeting.

Terms of Officers and Their Replacement

46. The President, Vice President, Secretary and Treasurer shall be Officers of the Society and shall be elected at a Director's meeting following the Annual General Meeting.
47. An Officer shall be a Director and ceases to be an Officer when he ceases to be a Director.
48. Officers shall serve for one (1) officer term, upon election.
49. The officer term is from the date of the Directors Meeting at which the Officers were elected to the date of the Directors Meeting when their successors are elected.
50. The Directors may at any time appoint a Director to fill any Officer vacancy. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

51. From the date of the Society's Annual General Meeting following which a new President is elected, the immediate Past President shall remain as a member of the Executive for a one term of office. The Past President has full voting rights.
52. The Directors shall elect a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Directors may decide.
53. Separate elections shall be held for each office to be filled.
54. An election may be by acclamation, otherwise it shall be by a show of hands or, if requested by two (2) Directors present, by secret ballot.
55. If a successor is not elected, the person previously elected or appointed continues to hold office until a successor is appointed or elected.
56. If for any reason a vacancy occurs in the officers, or any of them resign or otherwise cease to hold office, and another Director is not willing to fill the vacancy, the remaining Directors may appoint a member of the Society to fill the vacancy until the next Annual General Meeting. Any time served to fill the vacancy does not qualify as time in office.

Removal of Directors or Officers by Membership

57. The members of the Society may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term.

Meeting of Directors

58. The Directors may from time to time fix the quorum necessary for the conduct of business, and unless so fixed the quorum shall be one-half of the Directors then in office.
59. The President shall be Chair of all meetings of the Directors unless the Directors otherwise decide.
60. The Directors may, at any time, and the Secretary on the request of two Directors, shall convene a meeting of the Directors.

Committees of the Directors

61. The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit.
62. 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.
63. Subject to directions of the Directors, the Committee shall determine its own procedures.
64. The members of a Committee may meet and adjourn as they think proper.

Miscellaneous Matters

65. 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.
66. 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.
67. Notices may be given to Directors in the same manner as notices are given to members.
68. 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.

69. Questions arising at any meeting of the Directors or its Committees shall be decided by a majority of votes.
70. In case of an equality of votes, the Chair does not have a second or casting vote.

Return of Documents and Property

71. 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

72. The Directors or its Committees 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

73. The Directors or 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

74. 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

75. The President shall preside at all meetings of the Society and of the Directors unless the members or Directors otherwise decide.
76. The President is the:
 - a. Chief Executive Officer of the Society; and
 - b. supervisor of other Directors or Officers in the execution of their duties.
77. The Vice President shall carry out the duties ~~carry out the duties~~ of the President during the President's absence.
78. 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. maintain the register of members.
79. The Treasurer shall:
- a. keep such financial records, including books of account, as are necessary to comply with the Society Act; and
 - b. render financial statements to the Directors, members and others when required.
80. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.
81. The immediate Past President shall provide:
- a. advice and support; and
 - b. information about resources, contacts, and other essential information.
82. The Directors may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
83. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
84. 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.
85. 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.
86. 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.
87. 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.
88. 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.
89. 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.
90. 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
every other transaction affecting the financial position of the Society.

Part 7 - Regional Chapters

Establishing a Chapter

91. The Directors of the Society have the discretion of establishing a Regional Chapter in a specified region of British Columbia either by:
- a. appointing a member to organize a Chapter; or

- b. accepting an application from a minimum of five (5) members resident in a specified region requesting the establishment of a Chapter.

Chapter Members

92. Every member of a Chapter shall be:
 - a. a member in good standing of the Society; and
 - b. accepted by the Regional Chapter as residing in that Chapter area.

Chapter Executive

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

Chapter Delegate to Board of Directors

96. The Chapter Delegate may be the Chair or another member of the Chapter.
97. The Chapter Delegate shall be elected prior to the Society Annual General Meeting.
98. From the date of the Society's Annual General Meeting, the Chapter Delegate is a Director of the Board.

Chapter Conduct of Business

99. Chapters shall determine their own procedures for scheduling meetings, determining quorums, and conducting business.
100. Each Chapter is responsible for all financial obligations and transactions of the Chapter and shall keep records and submit reports to the Society as required by the Society or the Society Act.

Chapter Dissolution

101. A Chapter will cease being a Chapter of the Society on:
 - a. failure to uphold the Constitution and comply with these Bylaws;
 - b. failure to keep records or submit reports to the Society as required by the Society or the Society Act; or
 - c. written request delivered to the Secretary of the Society or mailed or delivered to the address of the Society.
102. On dissolution of a Chapter, all financial and physical assets and records of the Chapter shall remain the property of the Society.
103. The Chapter members shall decide the distribution of the financial and physical assets of the Chapter to the Society and/or Regional Chapters.
104. Any funds of the dissolved Chapter to be held in Trust by the Society shall be released to a new Chapter as long as it encompasses the regional area of the dissolved Chapter.
105. Funds shall be held in Trust for a maximum of ten years after which time they shall be used for the Society's purposes.

Chapter Name

106. A Chapter formed in accordance with these Bylaws shall use the name "BCCDS", plus a regional or geographic identifier, in its identification.

Part 8 - Notice to Members

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

108. 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.

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

110. 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.

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

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

Part 9 - Seal

113. 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.

114. 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 10 - Borrowing

115. 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.

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

117. 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 11 - Auditor

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

Part 12 - Bylaws

119. After being admitted, a member is entitled to a copy of the Constitution and Bylaws without charge. If the Constitution and Bylaws are available in electronic format, the member is entitled to an electronic copy of the Constitution and Bylaws.

120. These Bylaws shall not be altered or added to except by special resolution.