

CONSTITUTION OF
SOUTH ISLAND MOUNTAIN BIKE SOCIETY

1. The name of the Society is South Island Mountain Bike Society
2. The purposes of the Society are:
 - (a) To act to preserve and increase mountain biking access on south Vancouver Island.
 - (b) To promote responsible off-road cycling.
 - (c) To organize volunteers to aid in the restoration, development, and maintenance of mountain bike trail systems.
 - (d) To participate in the planning process for and the management of recreational land as it relates to mountain bike access and use.
 - (e) To conduct research on how mountain biking affects recreational land.
 - (f) To provide off road cyclists with education programs including :
 - (i) mountain bike safety,
 - (ii) mountain bike practices that minimize user conflicts, trail damage and ecological impact,
 - (iii) mountain bike trail planning, building and maintenance
 - (f) To increase society membership.
 - (g) To raise funds solely for the purposes of supporting the aforementioned activities.
3. 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 as directed by the members to an organization recognized by Revenue Canada as a charitable organization. This provision is unalterable.

BYLAWS OF SOUTH ISLAND MOUNTAIN BIKE SOCIETY

PART 1 - 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/her address as recorded in the register of members;

(d) "Member Club" means any club or organization that is accepted as a member;

(e) "Individual Member" is any person who has been accepted as a member;

(f) "Associate Member Club" means a club which belongs to and pays its fees to its own umbrella organization and for reasons of common interest and concerns wishes to be associated with this society.

(2) The definitions in the Society Act on the date these Bylaws become effective apply to these

Bylaws.

2. 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

3. Generally, members of the Society are the applicant for the incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.

4. An individual Member, Member Club, or Associate Member Club that subscribes to the objects of the Society may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.

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

6. The amount and date of payment of the first annual membership dues for each category of membership shall be determined by the Directors and after that the annual membership dues for each category of membership shall be determined at the annual general meeting of the Society.

7. An Individual Member, Member Club, or Associate Member Club 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 in the case of a corporation on dissolution;

(c) on being expelled;

(d) on having being a member not in good standing for two consecutive months.

8. (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 Individual Member, Member Club, or Associate Member Club 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.

9. (a) All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription of debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

(b) The term of annual membership shall be decided by the directors. Any change made to the term takes effect at the end of the existing term.

PART 3 - MEETINGS OF MEMBERS

10. (a) General Meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

(b) Notice of the time and place of all meetings of the society shall be communicated to each member in accordance with the Society Act, as the directors decide. No less than fourteen (14) days notice shall be given.

11. Every general meeting, rather than an annual general meeting, is an extraordinary general meeting.

12. The Directors may, when they think fit, convene an extraordinary general meeting.

13. The members may requisition an extraordinary general meeting according to the terms set out in the Society Act.

14. (1) A 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.

15. 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 preceding annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

16. Special business is;

(a) all business at an extraordinary general meeting except the adoption of rules of order and;

(b) all business transacted at an annual general meeting, except,

- (i) The adoption of rules of order;
- (ii) The consideration of the financial statements;
- (iii) The report of the Directors;
- (iv) The report of the auditor if any;
- (v) The election of Directors;
- (vi) The appointment of the auditor, if required and;
- (vii) The other business that, 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.

17. (1) No business, other than the election of the chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(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 shall be 10% of the voting members, but in no case less than 12 members, or a greater number to be determined by the members at a general meeting.

18. 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 within two weeks at a time and place to be determined, 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.

19. Subject to Bylaw 20, the President of the Society, the Vice-president or in the absence of both, one of the Directors present, shall preside as chairman of a general meeting.

20. 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 chairman, the members present shall choose one of their number to be chairman.

21. (1) A general meeting may be adjourned from time to time and 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.

22. (1) The Chairman shall vote only to break a tie.

(2) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

23. (a) An Associate Member Club shall have no vote. All other members in good standing are entitled to one vote.

(b) Voting is by show of hands.

(c) Voting by proxy is not allowed.

(d) Voting shall be by ballot at the request of a member.

(e) The Directors, at their discretion, may submit to the membership matters of unusual importance in the form of a resolution to be dealt with by letter ballot. Ballots shall be mailed to members not less than 14 days before a general meeting. Full supporting information shall be included with the ballot. The ballot shall be returned within a maximum period of six weeks after mailing.

24. A Member Club may vote through its authorized representative, called a delegate, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

25. A Member Club shall appoint or elect its delegate from the membership of the Member Club.

PART 5 - DIRECTORS AND OFFICERS

26. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise to 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 general meeting, but subject, nevertheless to;

(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 general meeting.

(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.

27. (1) The president, vice president, secretary, treasurer, and one or more other persons shall be the directors of the society.

(2) The number of Directors shall be ten, or greater number, to be determined at a general meeting.

28. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected, except for the president who shall be elected for two consecutive terms.

(2) Separate elections shall be held for each office to be filled.

(3) An election shall be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

29. (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 the office only until the conclusion of the following annual general meeting of the Society, but is eligible for re-election at the meeting.

30. (1) If a Director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former Director.

(2) No act of proceeding of the Directors is invalid only by reason of there being less than the proscribed number of Directors in office.

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

32. No Director shall be remunerated for being or acting as a director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

33. (1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) A majority of the Directors shall constitute a quorum at all their meetings.

(3) The President shall be chairman of all the 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 chairman; but if neither is present the Directors present may choose one of their number to be chairman 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.

34. (1) The Directors may, from time to time, either among themselves or from any member of the Society, appoint and constitute committees and appoint committee chairmen to perform such business on behalf of the Society as may be decided.

(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 these powers to the earliest meeting of the Directors to be held next after it had been done.

35. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

36. The members of a committee may meet and adjourn as they think proper.

37. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

38. 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, fax, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meeting of Directors shall 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 the Directors is present, be valid and effective;

(c) Any Director who is absent for two consecutive meetings without reasonable cause, may be removed from office and replaced by the Directors.

39. Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.

40. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.

41. 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.

42. Any two Directors shall sign all written contracts and obligations of the Society.

PART 7 - DUTIES OF THE OFFICERS

43. (1) The President shall preside at all meetings of the Society and of the Directors.

(2) The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

44. In the event of absence of the President from any meeting, his duties shall be carried out by the Vice President or Treasurer in that order.

45. The Secretary shall

(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; and

(f) maintain the register of members.

46. The Treasurer shall

(a) keep the financial records, including books of account, necessary to comply with the Society Act

(b) collect all dues or subscriptions to the Society and keep the funds of the Society safely deposited in a chartered bank approved by the Directors. Funds so deposited may be drawn out on the authorization of the Directors by cheque signed by the Treasurer and by any other officer appointed for that purpose, including the Executive Director;

(c) report periodically to the Directors, or as the Directors may require, on the financial position of the Society, and present a financial report to the Annual General Meeting; and

47. (1) The offices of the 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 that determined pursuant to Bylaw 27(2).

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

49. Any officer who is absent for two consecutive meetings without reasonable cause, may be removed from that office and replaced by the Directors.

PART 8 - SEAL

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

51. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

PART 9 - BORROWING

52. 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.

53. A debenture shall be issued upon the approval of 75% of the members at a General Meeting.

54. (1) The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

(2) The Society shall have authority to borrow money by special resolution on such items as may be specified in such special resolution.

PART 10 - INVESTMENT POWERS

55. The Society may incorporate fully owned subsidiary companies to be used solely for the purposes relevant to the general aims and objects of the Society.

PART 11 - NOTICES TO MEMBERS

56. A notice may be given to a member, either personally or by mail to him at his registered address.

57. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that the notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle.

58. (1) Notice of a general meeting shall be given to;

(a) every member delegate shown on the register of members on the day notice is given.

(b) no other person is entitled to receive notice of general meeting.

PART 12 - BYLAWS

59. On being admitted to membership, each member is entitled to and the Society shall give him, upon request, without charge, a copy of the Constitution and Bylaws of the Society.

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

PART 13 - GENERAL

61. Any member in good standing shall have the right to inspect the books and records of the Society.

62. Unusual expenditures of more than \$200.00 shall require approval of the board of directors.

63. The fiscal year end of the Society shall be as determined from time to time by the Directors.

END

DATED JANUARY 5, 1998 IN VICTORIA BC

WITNESS TO ALL SIGNATURES APPLICANTS FOR INCORPORATION

Signature _____

Signature _____

Henry Lee

Name _____

Address 1644 San Juan Avenue, Victoria, BC, V8N 5G1

Address _____

Signature _____

James J. Richardson

Address 35 Cambridge Street, Victoria, BC, V8V 4A7

Signature _____

Mary Noakes

Address 2342 Howard Street, Victoria, BC, V8R 4K7

Signature _____

Pat Wade

Address 824 Batting Place, Victoria, BC, V9C 3P7

Signature _____

Name _____

Address _____