

WHISTLER OFF ROAD CYCLING ASSOCIATION

Certificate of
Incorporation No. S-36790

CONSTITUTION

1. The name of the Society is “Whistler Off Road Cycling Association”.
2. The purposes of the Society are to:
 - a) Construct and maintain public mountain bike trails in the Whistler area,
 - b) Educate cyclists and others in the safe and responsible use of mountain bikes and of public lands,
 - c) Represent the interests of mountain bikers to governments, business, industry and the news media,
 - d) Provide competitions, training, workshops, courses and other services and activities, and
 - e) Undertake activities ancillary and incidental to the attainment of the above purposes.
3. The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Society. This provision is unalterable.
4. A director must not be remunerated for acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision is unalterable.
5. In the event of the winding-up or dissolution of the Society, any accumulated funds and all the property of the Society remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society, must be distributed or disposed of to a qualified donee or donees as described in subsection 149.1(1) of the Income Tax Act that:
 - a) have purposes similar to those of the Society, or
 - b) are designated by the members of the Society at the time of winding-up or dissolution.

This provision is unalterable.

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BYLAWS

Part I – Interpretation

1.1 In the constitution and these bylaws:

- a) “Act” means the Society Act, and all amendments to it,
- b) “AGM” means an annual general meeting,
- c) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
- d) “director” means a director of the Society,
- e) “general meeting” means an AGM or a special general meeting,
- f) “member” means a member of the Society,
- g) “registered address” means a member’s address as recorded in the register of members,
- h) “Society” means Whistler Off Road Cycling Association,
- i) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- j) “constitution”, “bylaws”, “special resolution”, “register of members” and “ordinary resolution” have the meaning given to them in the Act, and
- k) persons include corporations and associations.

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

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws, without charge.

- 1.4**
- 1) The constitution and bylaws, where alterable, can only be amended by special resolution.
 - 2) There must be not less than 14 days’ notice to all members of a special resolution proposed by the Board to amend the constitution or bylaws.
 - 3) There must be not less than 28 days’ notice to all members of a special resolution proposed by members to amend the constitution or bylaws, and such a resolution must be proposed by not less than five members.

Part 2 - Membership

2.1 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2) A member of the Society must support its purposes.

2.2 1) There are five categories of members: Adult, Youth, Child, Associate and Honourary.

2) An Adult Member is a person 19 years of age or older.

3) A Youth Member is a person who is 12 years of age or older but fewer than 19 years of age.

4) A Child Member is a person fewer than 12 years of age.

5) An Associate Member is a corporation, association, club, institution, or other body, whether or not incorporated.

6) An Honourary Member is a person who:

- a) has made an extraordinary contribution to the Society,
- b) is appointed for life by resolution of the Board, and
- c) pays no further annual membership dues.

7) An employee of the Society may be a member.

2.3 An application for membership must:

- a) be written and in a form approved by the Board,
- b) include the full name, address, e-mail address, and telephone numbers of the applicant, and such other information as the Board may require,
- c) include when required by the Board an executed waiver of liability,
- d) be signed by the applicant, and
- e) include annual membership dues.

2.4 1) A person may apply to the Board for membership, using a form approved by the Board.

2) An application for membership may be approved, postponed, or rejected by the Board, in its sole discretion.

3) The amount of annual membership dues and the date for their payment must be fixed by the Board.

4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members must be determined by resolution of the Board.

2.5 1) A membership is not transferable.

2) The membership year must be fixed by the Board.

3) The Society must send a renewal notice to each member a reasonable time before the end of the membership year.

4) A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, or telephone number.

2.6 Every member and director must comply with:

- a) the Act,
- b) the constitution and bylaws,
- c) policies and regulations enacted by the Board, and
- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

- 2.7** A member ceases to be a member on:
- a) death, or in the case of an Associate Member, on dissolution,
 - b) delivering a written resignation to the Society,
 - c) being expelled, or
 - d) having been a member not in good standing for 30 days.
- 2.8** A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Society, or
 - b) annual membership dues by or before the date set for their payment.
- 2.9** 1) A member may be expelled by special resolution.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.10** 1) A member may be suspended or expelled for conduct substantially prejudicial to the Society, by a resolution of which not less than 75% of the directors then in office are in favour.
- 2) A member who is the subject of a proposed directors' resolution for suspension or expulsion must be given:
- a) reasonable notice of the meeting at which it will be proposed,
 - b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
 - c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held once in every calendar year, not more than 15 months after the last preceding AGM.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may, when it deems fit, convene a special general meeting.
- 2) The Board, on receipt of a requisition that complies with section 58 of the Act, must convene a special general meeting without delay.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution that is to be voted on at the meeting, and
 - c) be given to all members not less than 14 days before the meeting.

2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.2 1) Notice of a general meeting must be given to:

- a) every member shown on the register of members on the day notice is given, and
- b) the auditor, if any.

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

4.3 A notice may be given to a member either personally, by mail, by fax, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.

4.4 1) A notice sent by mail from the Society's office is deemed to have been received:

- a) two days after being mailed, if to an address in the Resort Municipality of Whistler, or
- b) five days after being mailed, if to any other address.

2) A notice sent by fax, e-mail or other electronic means is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

5.1 1) The business at an AGM is:

- a) call to order,
- b) adoption of rules of order, if required,
- c) approval of agenda and of the minutes of the last preceding AGM, and any intervening general meetings,
- d) the reports of the Board and officers,
- e) consideration of the financial statements,
- f) the report of the auditor, if any,
- g) appointment of the auditor, if any,
- h) election of directors,
- i) resolutions, if any, and
- j) the other business that, under the Act and these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

2) The business at a special general meeting is limited to:

- a) adoption of rules of order, if required, and
- b) that set out in a requisition under section 58 of the Act, if applicable, and
- c) that set out in a notice under bylaw 4.1(1)(a).

- 5.2** 1) Quorum at a general meeting is fifteen members personally present at all times.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3** 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, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. 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. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4** 1) A general meeting may be adjourned from time to time and from place to place, but no business may 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 more than fourteen days, notice of the adjourned meeting must be given as for 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.
- 5.5** 1) The President must act as chair of a general meeting. If the President is not present, able or willing to act as chair, the Vice-President must act as chair, and if neither the President nor the Vice-President is present, able or willing, the members present must elect a director who is present to act as chair.
- 2) If at a general meeting no director is present within 15 minutes after the time appointed for holding the meeting, or all the directors who are present are unwilling or unable to act as chair, those members in good standing who are present must choose one of their number to be chair.
- 5.6** 1) A question, resolution or motion arising at a general meeting must be moved and seconded, and decided by a simple majority of the votes unless otherwise required.
- 2) Voting at a general meeting is by show of hands, except where the chair rules that a secret ballot must be held, or a majority of members present request a secret ballot, by show of hands.
- 3) Adult and Honourary Members, Youth Members who are 16 years of age or older, and the Authorized Representatives of Family and Associate Members, have the right to vote. An Authorized Representative has the rights to speak, vote, be a director and in all other respects exercise the rights of a member, and must be reckoned as a member for all purposes of a general meeting.
- 4) In the case of an equality of votes, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.
- 5) Proxy voting is prohibited.
- 5.7** Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or 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.

6.2 1) There must be not less than nine and not more than thirteen directors, with the number fixed at the AGM.

2) The directors are the President, Vice-President, Secretary, Treasurer, who are also the elected officers, and those others required by bylaw 6.2 (1), who are the directors at large.

3) A director has an ordinary term of office beginning at the adjournment of the AGM at which the director is elected and ending at the adjournment of the AGM one year later.

4) A candidate for election must be nominated by two members, consent to being nominated, and be:

- a) an Adult Member who is in good standing,
- b) an Honourary Member, or
- c) the Authorized Representative of an Associate Member that is in good standing.

5) The President, Vice-President, Secretary and Treasurer must be elected separately.

6) The directors at large may be elected at the same time. Each member eligible to vote in such an election has a number of votes equal to the number to be elected, but must not cast more than one vote for a candidate. Those candidates receiving the greater number of votes are elected.

7) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one candidate for a position, in which case the candidate must be declared to be elected.

8) Where there is only one candidate for a position, or the number of candidates for election as director at large is fewer than or equal to the number of positions to be filled, the candidate or candidates must be declared elected.

6.3 A director ceases to be a director on:

- a) resigning in writing,
- b) ceasing to be a member, or the Authorized Representative of a member,
- c) death,
- d) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld, or
- e) becoming unable to perform the duties of a director due to physical or mental disability.

6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.5 1) The Board may appoint a member as a director, to fill a vacancy in the Board.
2) A director so appointed holds office only until the adjournment of the next AGM, but may be re-elected at that meeting.

6.6 The members may by special resolution remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
2) Quorum for a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.
3) A meeting of the Board may be called by:
a) the President, or
b) any three directors, or
c) resolution of the Board.
4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile. Except where notice is waived in writing by all directors, notice of a meeting of the Board must be given not less than 72 hours before the meeting.
5) The President must chair all meetings of the Board, but if the President is not present, willing or able, the Vice-President must act as chair. If neither is present, willing or able, the directors present must choose one of their number to act as chair.

7.2 When a meeting of the Board is held immediately following the appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be properly constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) notice of meetings of the Board need not be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4 1) Except where otherwise required, a question, resolution or motion arising at a meeting of the Board or a committee must be decided by a majority of votes.
2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.

7.5 A resolution in writing signed by all the directors is as valid and effective as if regularly passed at a meeting of the Board.

- 7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee.
- 2) The Board must by resolution determine the titles, names, authority and responsibilities of committees.
- 3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

7.7 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors' Duties, Conflicts and Indemnification

- 8.1** 1) A director must:
- 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 reasonably prudent person,
- in exercising the powers and performing the functions of a director.
- 2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.

8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.

8.4 1) A director referred to in bylaw 8.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction:

- a) unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
 - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:

- a) prohibit the Society from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

8.6 Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 9 – Officers

9.1 1) The elected officers are the President, Vice-President, Secretary and Treasurer.

2) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director, or
- b) resigning in writing.

3) The Board may elect another director to take the place of an elected officer who ceases to be an elected officer other than at an AGM.

4) The Board may by resolution elect or appoint such other officers from amongst the directors, give them titles, and determine their responsibilities and authority, as it deems fit.

9.2 The President:

- a) is the chief executive officer,
- b) must supervise the other officers in the execution of their duties,
- c) must chair all meetings of the Board and all general meetings, and
- d) subject to any resolution of the Board, has the powers and duties generally pertaining to the office of President.

9.3 The Vice-President, in the President's absence or inability to act, must perform the duties of the President.

9.4 The Secretary must:

- a) issue notices and keep minutes of meetings of the Society and the Board,
- b) conduct the correspondence of the Society,
- c) have custody of all records and documents of the Society except those required to be kept by the Treasurer,
- d) have custody of the common seal, if any, and
- e) maintain the register of members.

9.5 The Treasurer must:

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Board, members, and others when required.

9.6 In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.

9.7 The Board may by resolution delegate performance of some, but not all, of the duties of the Secretary or the Treasurer to an employee or contractor.

9.8 1) The Board may appoint an Executive Director, and set the responsibilities, authority, remuneration and other terms and conditions of employment of that person.

2) The Executive Director:

- a) is an appointed officer,
- b) may at the discretion of the Board instead be titled the chief executive officer or general manager, and
- c) has the right to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

Part 10 – Finances

10.1 1) In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.

2) A debenture must not be issued unless it has been approved by a special resolution.

3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

10.2 The Society must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

10.3 Subject to the Personal Information Protection Act and other applicable laws, the:

- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
- b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
- c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

- 10.4** The Board must determine, by resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.

Part 11 – Auditor

- 11.1** This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor.
- 11.3** An auditor may be removed by ordinary resolution.
- 11.4** An auditor must be promptly informed in writing of appointment or removal.
- 11.5** A director, member or employee of the Society must not be auditor.
- 11.6** The auditor may attend general meetings.
- 11.7** The Board must fill all vacancies arising in the office of auditor between AGMs.