

Bylaws of *SOCIETY FOR INJURED RIDERS (SIR)* (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"Registered Address" of a member means his/her address as recorded in the register of members.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A member must hold membership for no less than 6 months

- (a) to be entitled to vote at a general meeting, and
- (b) to be entitled to consent to a resolution of the voting members.

2.6 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.7 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; or
- (b) on his/her death; or
- (c) on being expelled.

2.8 A person's membership in the Society is terminated

- (a) if the person is not in good standing for 6 consecutive months; or
- (b) may be terminated with written clarification by a special resolution of the members passed at a general meeting.
- (c) The notice of special resolution for expulsion must be accompanied by a brief statement to the reasons for the proposed expulsion.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;

- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is a minimum of 6 voting members.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 The Society shall use the runoff election plurality voting system so that members elect directors in each of the following positions: President, Vice President, Secretary, Treasurer. If no candidate receives at least 50% +1 of the votes cast, the candidate with the least number of votes shall be eliminated from further consideration and another round of voting shall be conducted. This process shall continue until one candidate has at least 50% +1 of the votes cast.

The Society shall use the plurality voting system so that members elect each of the directors-at-large. The candidates with the most votes shall be declared the winners.

In the event that two or more candidates are tied for the last position, a second round of voting shall be conducted. Those candidates with fewer votes than those tied will be eliminated from further consideration. The second round shall then be conducted. Additional rounds of voting shall take place until the final position is filled. The voting process for all one-year director-at-large positions shall be conducted in this same manner.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

4.2.1 Members must be a director for 12 months or more to be eligible to be elected or appointed to the executive positions of the board of directors.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.5 A member must hold membership for no less than 12 of the previous 18 months and must be in good standing for no less than 12 of the previous 18 months to run for a Board position.

Termination of a director

4.6 A director may be removed before the expiration of his term of office by a special resolution of the membership.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

` (a) a minimum of 6 Board meetings per fiscal year.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.
- (a) electronic votes between regular meetings are permitted.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD EXECUTIVE POSITIONS

Election

- 6.1** Directors must be elected or appointed to the following Board Executive positions, and are only eligible to hold one position
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.
 - (e) past-president
- 6.2** The following positions shall be elected in the time frames and order indicated:
- Beginning in 2022, on a two-year cycle and for subsequent years:
- A. In the first year (2022), the Vice-President, Secretary and 3 directors shall be elected for a two-year term
 - B. In the second year, the President, Treasurer and 3 directors shall be elected for a two-year term
- The remaining Directors at large shall each hold a term of one (1) year and shall be elected annually.

Directors at large

- 6.3** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected as directors at large.

Role of president

6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Roles of the Past President

6.9 The role of the Past President is to ensure continuity during governance transitions and organizational change, to support the President in his/her role, and to provide continuity to the organization by providing historical context for issues. This is an honorary nonvoting advisory position.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – NOTICES TO MEMBERS

Notice

- 8.1** Notice may be given to a member, either personally, email or by mail to his or her registered address.
- 8.2** A notice sent by email or mail shall be deemed to have been given on the second day following that 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.
- 8.3** Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given.
- 8.4** No other person is entitled to receive notice of the general meeting.

PART 9 – GENERAL

Previously Unalterable Provisions

- 9.1** The Society shall be non-partisan, non-sectarian and non-profit. This provision was previously unalterable.

- 9.2** Upon the dissolution of this Society, all of the Society's profits and assets after the payment of all debts, liabilities, etc., shall be distributed among those recognized charitable organizations in Canada whose objectives, in the opinion of the Society's Directors, most closely conform to the objectives of this Society. This provision was previously unalterable.