BURNABY
VELODROME
CLUB

Harry Jerome Sports Centre
7564 Barnet Highway
Burnaby, British Columbia
V5A 1E7
info@burnabyvelodrome.ca

Burnaby Velodrome Club
Special General Meeting Agenda

October 14, 2026

1. Call to Order (6:00 PM)

2. Confirmation of Quorum

    Quorum: 5 members

3. Confirmation/Appointment of Chair and Recording Secretary

4. Approval of Agenda

5. Purpose of Meeting: Consideration of Proposed Bylaws

6. Presentation of Proposed Bylaws and Summary of Key Changes

7. Questions and Discussion from Members

8. Consideration of Special Resolution

    RESOLVED AS A SPECIAL RESOLUTION that the Burnaby Velodrome Club Bylaws dated October 14, 2026, as circulated to the members with the notice of this Special General Meeting, be and are hereby adopted as the bylaws of the Society, replacing all previous bylaws, effective immediately; and the directors and officers of the Society are authorized to take all necessary steps to implement the revised bylaws and make any required filings with the Corporate Registry of British Columbia.

9. Vote on Special Resolution

10. Announcement of Results

11. Adjournment

Note of Voting Requirement: A special resolution requires approval by at least two-thirds (2/3) of the votes cast by voting members present and entitled to vote, unless a greater threshold is required by the Club bylaws.

BURNABY
VELODROME
CLUB

Bylaws of the Burnaby Velodrome Club

Society incorporated under the Societies Act (British Columbia)

Dated October 2026

Part 1 — Interpretation

1.1 Definitions.

In these bylaws:

(a) "Act" means the Societies Act (British Columbia), S.B.C. 2015, c. 18, and the regulations made under it, as amended or replaced from time to time;

(b) "Board" means the directors of the Society acting as a body;

(c) "Civil Resolution Tribunal" or "CRT" means the tribunal continued under the Civil Resolution Tribunal Act (British Columbia);

(d) "Cycling Governing Bodies" means Cycling BC, Cycling Canada, and any other provincial, national, or international cycling organization with which the Society is affiliated from time to time;

(e) "director" means a person elected or appointed to the Board in accordance with these bylaws;

(f) "electronic means" means telephone, video conference, email, web-based platform, or any other method of communication that permits participants to communicate adequately with each other or records a vote or consent, as the context requires;

(g) "general meeting" means an annual general meeting or a special general meeting of the members;

(h) "member" means a person admitted to membership in any class under Part 2 who has not ceased to be a member;

(i) "member in good standing" has the meaning set out in bylaw 2.9;

(j) "ordinary resolution" and "special resolution" have the meanings given to them in the Act;

(k) "registered address" of a member means the postal address and email address of the member, or of the member's parent or guardian in the case of a Junior Member, as recorded in the register of members;

(l) "Society" means the Burnaby Velodrome Club; and

(m) "Voting Member" means a Voting Member in good standing.

1.2 Act definitions apply.

The definitions in the Act apply to these bylaws.

1.3 Conflict.

If there is a conflict between these bylaws and the Act or the Society's constitution, the Act prevails, and then the constitution prevails over these bylaws.

1.4 Gender and number.

Words in the singular include the plural and vice versa. Words referring to a person include individuals of any gender and, where the context permits, corporations and other entities.

1.5 Rules of order.

Except as otherwise provided by the Act or these bylaws, the most recent edition of Robert's Rules of Order governs proceedings at general meetings, Board meetings, and committee meetings. A failure to follow those rules does not invalidate a proceeding unless the chair rules otherwise.

1.6 Headings.

Headings are for convenience only and do not affect interpretation.

Part 2 — Membership

2.1 Members.

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

2.2 Classes of membership.

The Society has the following classes of membership:

(a) Voting Members, being individuals 18 years of age or older who have been admitted to membership and have paid the current annual membership fee;

(b) Junior Members, being individuals under 18 years of age who have been admitted to membership and whose parent or guardian has paid the current annual membership fee; and

(c) Honorary Members, being individuals designated by the Board in recognition of exceptional service to the Society or to track cycling.

2.3 Rights of each class.

Voting Members may attend, speak, and vote at general meetings and may hold office as a director if qualified under bylaw 6.3. Junior Members and Honorary Members may attend and, with the permission of the chair, speak at general meetings, but are not entitled to vote, receive notice of general meetings in their own name except as provided in bylaw 2.6, or hold office as a director. A Junior Member automatically becomes a Voting Member on reaching 18 years of age, for the balance of the membership year, provided that the member is otherwise in good standing.

2.4 Admission.

A person becomes a member when the person:

(a) applies for membership in the form approved by the Board, which may include online registration;

(b) signs, or has a parent or guardian sign, any waiver, release, or acknowledgement of risk required by the Society or a Cycling Governing Body;

(c) pays the applicable annual membership fee; and

(d) is accepted by the Board or by a person to whom the Board has delegated that authority.

Registration for, or participation in, a program offered by the Society does not by itself make a person a member.

2.5 Refusal of admission.

The Board may refuse an application for membership on reasonable grounds, including a prior expulsion or a current suspension by the Society, a Cycling Governing Body, or an independent safe-sport authority. The Board must advise the applicant in writing of its decision.

2.6 Contact information and electronic notice.

Every applicant must provide a valid email address and postal address and consents to receive notices and other information from the Society by email. For a Junior Member, the email address and postal address of a parent or guardian must be provided. Notices concerning the Junior Member are to be sent to that parent or guardian.

2.7 Membership year and fees.

The membership year, the annual membership fee for each class, and the date on which fees are due are determined by the Board. Unless renewed in accordance with procedures approved by the Board, a membership expires at the end of the applicable membership year. The Board may establish a grace period for renewal and may reinstate a former member on terms it considers appropriate.

2.8 Duties of members.

Every member must comply with:

(a) the Act;

(b) the constitution;

(c) these bylaws;

(d) the policies and codes of conduct of the Society;

(e) the rules of the Cycling Governing Bodies; and

(f) any safe-sport code adopted or applied by the Society, including the Universal Code of Conduct to Prevent and Address Maltreatment in Sport, where applicable.

2.9 Good standing.

A member is in good standing unless the member:

(a) has not paid the current annual membership fee or any other debt due and owing to the Society; or

(b) is suspended under Part 3.

A member who is not in good standing may not vote at a general meeting, be nominated or elected as a director, or exercise any other right of membership while not in good standing.

2.10 Membership not transferable.

Membership in the Society is not transferable.

2.11 Ceasing to be a member.

A person ceases to be a member of the Society:

(a) on delivering a written resignation to the secretary, including by email;

(b) on the person's death;

(c) on expiry of the person's membership at the end of the applicable membership year without renewal, or on failure to pay an amount due to the Society within any grace period established by the Board; or

(d) on being expelled in accordance with Part 3.

2.12 Register of members.

The Society must maintain a register of members recording each member's name, class of membership, registered address, and the dates on which the person became and ceased to be a member.

Part 3 — Member Discipline and Expulsion

3.1 Purpose.

This Part establishes a fair process for addressing complaints, discipline, suspension, and expulsion of members. It is intended to provide procedural fairness, protect participants and the public, and operate consistently with the Act, applicable law, the Society's policies, and the rules of any Cycling Governing Body or safe-sport authority having jurisdiction.

3.2 Grounds.

A member may be disciplined or expelled if the member:

(a) breaches the Act, the constitution, these bylaws, or a policy, rule, or code of conduct of the Society;

(b) breaches a rule or code of conduct of a Cycling Governing Body, or is sanctioned by a Cycling Governing Body or an independent safe-sport authority;

(c) engages in conduct that endangers the safety or well-being of riders, volunteers, officials, staff, or the public, including at the Burnaby Velodrome;

(d) engages in harassment, discrimination, abuse, violence, or other maltreatment; or

(e) engages in conduct materially detrimental to the Society, its reputation, its relationship with its facility owner or operator, or its objects.

3.3 Complaints.

A complaint about a member must be made in writing to the president, secretary, or another person designated by the Board in a policy. If a complaint involves a director, the complaint must be directed to a director who is not involved in the matter. A complaint involving maltreatment within the jurisdiction of a Cycling Governing Body or independent safe-sport authority must be referred to that body in accordance with its rules. The Society may defer its own process until that body has acted.

3.4 Discipline Committee.

The Board may deal with a complaint itself or appoint a Discipline Committee of at least three persons. A majority of the members of a Discipline Committee may be directors, but the Board may appoint one or more independent persons who are not directors where appropriate because of the nature, seriousness, or sensitivity of the matter. A person who has a conflict of interest, made the complaint, is the subject of the complaint, or is a material witness must not participate in the consideration or decision of the matter.

3.5 Informal resolution.

Where appropriate, the Board or Discipline Committee may first attempt to resolve a complaint informally, including by facilitated discussion or mediation, with the agreement of the persons involved.

3.6 Interim suspension.

If the Board reasonably believes that a member's continued participation poses a risk to the safety or well-being of any person, or to the Society's use of its facilities, the Board may suspend the member on an interim basis pending the outcome of the process under this Part. An interim suspension must be confirmed to the member in writing with brief reasons and must be reviewed by the Board at least every 60 days. An interim suspension is not a finding of misconduct.

3.7 Notice to member.

Before discipline is imposed or expulsion takes effect, the Society must send the member written notice that:

(a) describes the conduct complained of and the grounds relied on, with sufficient detail for the member to respond;

(b) states the discipline or expulsion that may result;

(c) informs the member of the right to make written submissions and to appear before the Board or Discipline Committee, with a support person or representative of the member's choice at the member's own cost; and

(d) states a date, at least 14 days after the notice is sent, by which the member may respond.

3.8 Opportunity to be heard.

The Board or Discipline Committee must consider the member's submissions before making a decision. If the member does not respond by the stated deadline, the matter may proceed in the member's absence.

3.9 Decision.

After considering the matter, the Board, or the Discipline Committee by recommendation to the Board, may:

(a) dismiss the complaint;

(b) issue a written warning or reprimand;

(c) impose conditions on the member's participation, such as supervision, education, training, restricted access, or a requirement to apologize;

(d) suspend some or all membership rights for a period not exceeding 24 months; or

(e) expel the member.

3.10 Board resolution required.

Discipline under bylaw 3.9(b) to (d) requires a resolution passed by a majority of directors voting. Expulsion under bylaw 3.9(e) requires a resolution passed by at least two-thirds of the directors present and eligible to vote at a Board meeting.

3.10A Independent review for expulsion.

Before an expulsion takes effect, the Board may obtain the recommendation of an independent adjudicator or a Discipline Committee that does not include any director directly involved in the complaint. For allegations involving abuse, discrimination, harassment, violence, or serious safety misconduct, the Board should obtain such an independent recommendation unless doing so would be impracticable or would conflict with the jurisdiction of a Cycling Governing Body or independent safe-

sport authority. This bylaw does not limit the Board's authority to impose an interim suspension under bylaw 3.6.

3.11 Written reasons.

The Society must provide the member with a written decision, including reasons, within 14 days after the decision is made. The decision must also advise the member of the review rights under bylaw 3.12 and any external remedies available under applicable law.

3.12 Review of expulsion by members.

A member expelled by the Board may, within 30 days after receiving the written decision, deliver a written request to the secretary for review of the expulsion by the Voting Members. On receipt of a timely request:

(a) the Board must call a general meeting, or place the matter on the agenda of the next annual general meeting if that meeting will be held within 90 days;

(b) the notice of the meeting must include a brief statement of the reasons for the expulsion and any brief written statement, not exceeding two pages, that the member provides;

(c) the member is entitled to attend and be heard before the vote is taken; and

(d) if the ordinary resolution confirming the expulsion is not passed, the expulsion is set aside and the member is reinstated, but the members may substitute a lesser sanction listed in bylaw 3.9.

The expulsion remains in effect pending the review unless the Board decides otherwise.

3.13 Expulsion by special resolution.

Nothing in this Part limits the authority of the Voting Members to discipline or expel a member by special resolution, provided that the member is given notice of the proposed action, reasons sufficient to respond, and a reasonable opportunity to be heard before the vote.

3.14 External proceedings.

Members are encouraged to use the internal processes in this Part before seeking an external remedy. Nothing in this Part limits any right a member may have under the Act, applicable law, or the jurisdiction of the Civil Resolution Tribunal, the Supreme Court of British Columbia, a Cycling Governing Body, or an independent safe-sport authority.

3.15 Effect of expulsion.

An expelled member ceases to be a member on the date the expulsion takes effect, forfeits any unearned membership fee unless the Board decides otherwise, and may not reapply for membership without the approval of the Board. The Society may notify a Cycling Governing Body of a suspension or expulsion where required by that body's rules or where reasonably necessary for safety.

3.16 Confidentiality and records.

Proceedings under this Part are confidential except as required for the process, by law, for safety reasons, or by the rules of a Cycling Governing Body or safe-sport authority. The Society must keep an appropriate record of each decision with its records.

3.17 Policy.

The Board may adopt a discipline and complaints policy consistent with this Part and the Act to establish further procedural details.

Part 4 — General Meetings

4.1 Annual general meeting.

The Board must call an annual general meeting so that one is held in each calendar year, in accordance with the Act, at the time and place, including by electronic means where permitted, that the Board decides.

4.2 Special general meetings.

Every general meeting other than an annual general meeting is a special general meeting. The Board may call a special general meeting at any time and must call one when requisitioned by Voting Members in accordance with the Act. For this purpose, the percentage of Voting Members required to requisition a general meeting is 10%.

4.3 Notice of general meetings.

Notice of a general meeting must be sent to every Voting Member at least 14 days and not more than 60 days before the meeting. The notice must state:

(a) the date, time, and place of the meeting;

(b) the means of participating electronically, if applicable;

(c) the general nature of the business to be conducted; and

(d) the full text of any special resolution to be proposed.

4.4 Accidental omission.

The accidental omission to send notice of a general meeting to, or non-receipt of notice by, a person entitled to receive notice does not invalidate the proceedings at that meeting.

4.5 Electronic participation.

A general meeting may be held entirely or partly by electronic means if all participants can communicate adequately with one another and the method used permits votes to be accurately recorded and, where required, conducted by secret ballot. A member participating by electronic means is present at the meeting.

4.6 Ordinary business at annual general meetings.

At an annual general meeting, the following business must be addressed, in the following order where practicable:

(a) election of a chair, if required;

(b) confirmation of quorum;

(c) approval of the agenda;

(d) approval of the minutes of the previous general meeting;

(e) consideration of the financial statements, directors' report, and auditor's report, if any;

(f) appointment of an auditor, if required or desired;

(g) election of directors;

(h) business of which notice was given;

(i) other business accepted by the meeting, provided that no special resolution may be passed unless notice was given; and

(j) termination of the meeting.

4.7 Members' proposals.

Voting Members may make proposals in accordance with the Act. For this purpose, the percentage of Voting Members required to make a proposal is 5%.

Part 5 — Proceedings at General Meetings

5.1 Quorum.

Subject to bylaw 5.3, the quorum for a general meeting is the greater of:

(a) 10 Voting Members; and

(b) 10% of the Voting Members,

provided that quorum need not exceed 25 Voting Members. Voting Members attending in person or by electronic means count toward quorum.

5.2 Quorum required.

Business, other than election of a chair and adjournment or termination of the meeting, must not be conducted unless quorum is present at the commencement of the meeting. If quorum ceases to be present during a general meeting, business in progress must be suspended until quorum is restored or the meeting is adjourned or terminated.

5.3 Lack of quorum.

If quorum is not present within 30 minutes after the time set for a general meeting, a meeting called on the requisition of members is terminated. In any other case, the meeting stands adjourned to the same day in the following week at the same time and place, or by the same electronic means. If quorum is not present within 30 minutes after the time set for the adjourned meeting, the Voting Members present constitute quorum.

5.4 Chair.

The president, or in the president's absence the vice president, chairs a general meeting. If both are absent, another director chosen by the directors present chairs the meeting. If no director is present and willing to chair within 15 minutes after the meeting's scheduled start time, the Voting Members present must choose one of their number, or another person, to chair the meeting.

5.5 Adjournment.

The chair may, and if directed by the meeting must, adjourn a general meeting from time to time and from place to place. No business may be conducted at an adjourned meeting other than business left unfinished at the original meeting. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Otherwise, no notice is required.

5.6 Motions.

A motion proposed at a general meeting need not be seconded, and the chair may move or propose a motion.

5.7 Voting rights.

Each Voting Member present at a general meeting is entitled to one vote. Voting by proxy is not permitted.

5.8 Method of voting.

Voting is by show of hands or, at an electronic meeting, by an equivalent electronic method, unless the chair directs or at least 10% of Voting Members present request a secret ballot. A contested election of directors must be conducted by secret ballot.

5.9 Advance and electronic voting.

The Board may permit Voting Members to vote on a resolution or election by mail or electronic means in advance of or during a general meeting, using a method that verifies voter eligibility and preserves secrecy where a secret ballot is required. The notice of meeting must state the details of any advance or electronic voting method.

5.10 Tie vote.

In the case of a tie, the chair has no casting or second vote in addition to any vote held as a Voting Member. The motion is defeated.

5.11 Resolutions without a meeting.

A resolution of Voting Members may be passed without a meeting in the manner permitted by the Act.

Part 6 — Directors

6.1 Powers of the Board.

The Board must manage, or supervise the management of, the activities and internal affairs of the Society. The Board may exercise all powers of the Society, subject to the Act, the constitution, and these bylaws.

6.2 Number of directors.

The Board consists of not fewer than five and not more than 11 directors, as determined by ordinary resolution at a general meeting. The number of directors in office immediately after the general meeting at which these bylaws are adopted is five (5), unless the Voting Members determine another number by ordinary resolution at that meeting.

6.3 Qualifications.

To qualify for election or appointment as a director, a person must:

(a) be a Voting Member in good standing;

(b) be at least 18 years of age;

(c) be qualified under the Act; and

(d) meet any additional qualifications established by the Voting Members in a manner consistent with the Act.

At least one director must be ordinarily resident in British Columbia. No more than one-third of directors may be employees of, or under contract to provide paid services to, the Society.

6.4 Consent to act.

A person elected or appointed as a director must consent in writing to act as a director in accordance with the Act.

6.5 Elections.

Directors are elected by Voting Members at the annual general meeting. Nominations may be made in advance in the manner set by the Board and stated in the meeting notice, and from the floor at the meeting. If the number of nominees does not exceed the number of available positions, the nominees are elected by acclamation.

6.6 Term of office.

Directors are elected for two-year terms, staggered so that approximately half of directors' terms expire at each annual general meeting. To establish staggered terms at the first annual general meeting after adoption of these bylaws, Voting Members may elect some directors for a one-year term. A director's

term ends at the end of the annual general meeting at which the term expires. A director may be re-elected. No director may serve more than three consecutive full terms without at least one year off the Board, unless the Voting Members resolve otherwise by ordinary resolution.

6.7 Failure to elect.

If directors are not elected at a general meeting at which they ought to be elected, the directors then in office continue to hold office until successors are elected.

6.8 Filling vacancies.

The Board may appoint a qualified Voting Member to fill a vacancy arising other than from expiry of a term. A director appointed under this bylaw holds office until the end of the next annual general meeting and is eligible for election at that meeting. The Board must not appoint more than one-third of the directors then in office under this bylaw, except as permitted by bylaw 6.8A.

6.8A Restoration of quorum.

Despite bylaw 6.8, if the number of directors in office falls below the quorum required by bylaw 7.4, the remaining directors may appoint the minimum number of qualified Voting Members necessary to restore quorum. A director appointed under this bylaw holds office only until the end of the next annual general meeting and is eligible for election at that meeting.

6.9 Validity of acts.

An act or proceeding of the Board is not invalid merely because there are fewer directors in office than required by these bylaws, provided that quorum is present.

6.10 Ceasing to hold office.

A person ceases to be a director when the person:

(a) resigns in writing;

(b) dies;

(c) ceases to meet the qualifications in bylaw 6.3;

(d) is removed by Voting Members; or

(e) unless excused by the Board, is absent from three consecutive Board meetings.

6.11 Removal.

Voting Members may remove a director before the end of the director's term by special resolution and may elect a successor by ordinary resolution to complete the balance of the term.

6.12 Remuneration and expenses.

A director must not be remunerated for being or acting as a director. A director may be reimbursed for reasonable expenses necessarily incurred while engaged in the affairs of the Society, in accordance with a policy approved by the Board.

6.13 Conflicts of interest.

A director with a direct or indirect material interest in a contract, transaction, or matter being considered by the Board must disclose the interest and comply with the Act, including abstaining from voting and leaving the meeting while the matter is discussed where required.

Part 7 — Proceedings of the Board

7.1 Meetings.

The Board may meet at any place or by electronic means, as it decides, and may otherwise regulate its meetings. The Board must meet at least four times in each calendar year.

7.2 Calling meetings.

The president, or any two directors, may call a Board meeting at any time. The secretary must call a Board meeting at the request of any two directors.

7.3 Notice.

At least seven days' written notice of a Board meeting must be given to each director by email or other written means, unless:

(a) all directors waive notice;

(b) the meeting is the first Board meeting held immediately after an annual general meeting;

(c) the Board has adopted a regular meeting schedule, in which case that schedule is sufficient notice; or

(d) the president, or any two directors, reasonably determine that urgent circumstances require shorter notice, in which case notice must be given to every director as soon as reasonably practicable.

7.4 Quorum.

The quorum for a Board meeting is a majority of directors then in office.

7.5 Chair.

The president chairs Board meetings. If the president is not present within 15 minutes after the time set for a meeting, the vice president chairs. If neither is present, the directors present may choose one of their number to chair.

7.6 Voting.

Questions arising at a Board meeting are decided by a majority of votes cast, except as otherwise provided by these bylaws. Each director has one vote and may not vote by proxy. The chair does not have a second or casting vote. A tied motion is defeated.

7.7 Motions.

A motion proposed at a Board or committee meeting need not be seconded, and the chair may move or propose a motion.

7.8 Resolutions without a meeting.

A Board resolution may be passed without a meeting if:

(a) a copy of the resolution is sent to all directors; and

(b) all directors consent to it in writing, including by email.

Silence does not constitute consent. A resolution passed under this bylaw is as valid as if passed at a meeting, takes effect on the date stated in it or the date on which the final required consent is received, and must be filed with the Board minutes.

7.9 Electronic meetings.

A director participating in a Board meeting by electronic means is present at the meeting.

Part 8 — Committees

8.1 Committees.

The Board may establish standing or special committees and delegate to them any, but not all, Board powers. The Board must not delegate the power to:

(a) fill Board vacancies;

(b) make or amend bylaws or Board policies;

(c) approve annual financial statements; or

(d) expel a member.

8.2 Composition.

A committee exercising delegated Board powers must have a majority of directors as members. An advisory committee that does not exercise delegated Board powers may include members and non-members.

8.3 Chair.

The Board must designate the chair of each committee. If the chair is absent within 15 minutes after the time set for a committee meeting, the committee members present may choose one of their number to chair.

8.4 Proceedings.

A committee may meet and adjourn as it considers appropriate. It must comply with the Act, these bylaws, and any terms of reference or directions established by the Board. A committee must report to the Board on its activities at the next Board meeting or as the Board requires. Bylaws 7.6 to 7.9 apply to committees with necessary changes.

Part 9 — Officers

9.1 Officers.

At the first Board meeting after each annual general meeting, the Board must elect from among its directors:

(a) a president;

(b) a vice president;

(c) a secretary; and

(d) a treasurer.

The Board may appoint other officers. Officers hold office until successors are elected and may be removed from office by the Board.

9.1A Officer vacancies.

If an officer ceases to hold office before a successor is elected, the Board may elect another director to fill the office for the balance of the term.

9.2 Combining offices.

The offices of secretary and treasurer may be held by one director, known as the secretary-treasurer. No other two officer offices may be held by the same person.

9.3 President.

The president chairs general meetings and Board meetings, is the spokesperson for the Society, and supervises other officers in the performance of their duties.

9.4 Vice president.

The vice president carries out the president's duties during the president's absence or inability to act.

9.5 Secretary.

The secretary is responsible for:

(a) conducting the Society's correspondence;

(b) sending notices of general meetings and Board meetings;

(c) keeping minutes of general meetings and Board meetings;

(d) keeping records required by the Act, other than those kept by the treasurer, including the registers of members and directors; and

(e) filing the annual report and other required filings with the Registrar of Companies.

9.6 Treasurer.

The treasurer is responsible for:

(a) keeping financial records, including books of account, required by the Act;

(b) preparing or overseeing preparation of annual financial statements and presenting them to the Board and Voting Members at the annual general meeting; and

(c) reporting on the Society's financial position to the Board when required.

9.7 Absence of secretary.

If the secretary is absent from a meeting, the Board or the meeting must appoint another person to act as secretary for that meeting.

9.8 Delegation.

The Board may delegate any officer duty to another director, committee, employee, or contractor, but the officer and Board remain responsible for appropriate supervision.

Part 10 — Finances, Records and Documents

10.1 Financial year.

The Society's financial year ends on the date determined by the Board.

10.2 Borrowing.

To carry out its purposes, the Society may borrow or raise money in the manner, amount, on the security, and from the sources that the Board decides. The Society must not issue debentures without authorization by special resolution. Voting Members may, by special resolution, restrict the Board's borrowing powers.

10.3 Signing authority.

Contracts, cheques, and other documents requiring signature on behalf of the Society must be signed by any two directors or by persons authorized by Board resolution. Electronic signatures are valid.

10.3A Financial controls.

The Board must adopt and periodically review financial policies addressing:

(a) banking authority;

(b) payment approval;

(c) signing authority;

(d) expense reimbursement;

(e) procurement;

(f) financial reporting;

(g) reserve management; and

(h) transactions involving directors, officers, employees, contractors, or persons related to them.

A financial policy must be consistent with the Act and these bylaws.

10.4 Seal.

The Society is not required to have a seal. If the Board adopts a seal, it may be affixed only when authorized by Board resolution and in the presence of persons specified in that resolution.

10.5 Records and inspection.

The Society must keep records required by the Act at its registered office or another location permitted by the Act. A Voting Member may inspect or obtain copies of Society records to the extent permitted by the Act, subject to reasonable conditions imposed by the Board and the Society's obligations under the Personal Information Protection Act (British Columbia). The Board may restrict access to the register of members and other records to the extent permitted by law and may require a person inspecting records to provide an undertaking not to use personal information except for purposes reasonably connected with the affairs of the Society.

10.6 Indemnification.

Subject to the Act, the Society may indemnify a director, former director, senior manager, or former senior manager against penalties and expenses as permitted by law and may purchase directors' and officers' liability insurance.

BURNABY
VELODROME
CLUB

Part 11 — Auditor

11.1 Application.

This Part applies only if the Society is required by the Act to have an auditor or if Voting Members resolve by ordinary resolution to appoint one.

11.1A Waiver where permitted.

If the Act permits the Society to waive the appointment of an auditor or the requirement for an audit or review engagement, the Society may do so by the resolution and in the manner required by the Act.

11.2 Appointment.

Voting Members must appoint an auditor at each annual general meeting by ordinary resolution if an auditor is required or if Voting Members have resolved to appoint one. The Board may appoint an auditor to fill a vacancy until the next annual general meeting.

11.3 Removal.

An auditor may be removed by ordinary resolution.

11.4 Independence.

A director or employee of the Society must not be its auditor.

11.5 Attendance.

An auditor is entitled to receive notice of and attend general meetings.

Part 12 — Notices

12.1 Method of giving notice.

A notice may be given to a member, director, or auditor personally, by mail to the person's registered postal address, or by email to the person's registered email address.

12.2 When notice is given.

A notice is deemed received:

(a) if delivered personally, on the day of delivery;

(b) if sent by email, on the day after it is sent, unless the Society receives notice that the email was not delivered; and

(c) if mailed, on the fifth day after it is mailed.

12.3 Persons entitled to notice of general meeting.

Notice of a general meeting must be given to:

(a) every Voting Member shown on the register of members on the day notice is given;

(b) every director; and

(c) the auditor, if Part 11 applies.

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

12.4 Posting.

The Society may also post notices of general meetings on its website and social-media accounts, but posting does not replace notice required under this Part.

Part 13 — Bylaws

13.1 Copies of bylaws.

Every member is entitled to an electronic copy of the Society's constitution and bylaws without charge. The Society must post its current constitution and bylaws on its website.

13.2 Amendment.

These bylaws may be altered only by special resolution of Voting Members. An alteration takes effect when filed with the Registrar of Companies in accordance with the Act.

13.3 Repeal of prior bylaws.

These bylaws replace all previous bylaws of the Society. Anything done under the previous bylaws remains valid. Persons holding office as directors when these bylaws take effect continue in office for the remainder of their existing terms, subject to these bylaws.

13.4 Transition of directors and officers.

On the date these bylaws take effect:

(a) each person serving as a director continues in office until the end of the term for which that person was elected or appointed, subject to these bylaws;

(b) the Board must maintain a written schedule showing the expiry date of each director's term to give effect to the staggered-term requirement in bylaw 6.6; and

(c) officers in office continue until the first Board meeting following the next annual general meeting, unless replaced earlier by the Board.

BURNABY
VELODROME
CLUB

Part 14 — Dissolution

14.1 Distribution of property.

On the winding up or dissolution of the Society, any money or other property remaining after payment of all debts and liabilities must be dealt with as provided for by the Societies Act (SBC 2015) as may be amended from time to time.