



KERRY TAYLOR

# Bylaws of the BC Powersports Dealers Association (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.

### 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

### Membership Classes

The Association shall have the following classes of membership:

1. Small Dealer / Shop Member – Open to licensed powersports dealerships with 1–5 employees. Small Dealer / Shop Members hold full voting rights and may be elected to the Board of Directors.
2. Large Dealer Member – Open to licensed powersports dealerships with 6 or more employees (first location). Large Dealer Members hold full voting rights and may be elected to the Board of Directors.
3. Additional Location Member – Applies to additional dealership locations owned by a Dealer Member. These Members hold full voting rights, provided they are under the same ownership as a Dealer Member.
4. Associate Member – Open to aftermarket companies, suppliers, distributors, and service providers supporting the powersports industry. Associate Members do not

hold voting rights but may participate in committees and events.

5. Corporate Member – Open to corporations and organizations that support the objectives of the Association but are not engaged in direct dealership operations. Corporate Members do not hold voting rights but may be recognized as supporters.

6. Honorary Member – May be granted by the Board of Directors to individuals who have made outstanding contributions to the Association or the powersports industry. Honorary Members do not hold voting rights and are exempt from membership dues.

### **Application for membership**

**2.2** A business or individual may apply for membership and, upon meeting the required criteria and agreeing to abide by the Society's Code of Conduct, will be granted membership and its associated benefits.

### **Duties of members**

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

### **Amount of membership dues**

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

### **Member not in good standing**

**2.5** 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**

**2.6** 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's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Membership may be terminated by resignation, non-payment of dues, or expulsion by the Board for conduct detrimental to the Society. A member

facing expulsion has the right to appeal to the Board, and the final decision shall be made by a majority vote of the Board.

---

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held within six (6) months of the societies year end.

### **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.

### **Special General Meetings**

**3.4** A special general meeting may be called by the Board or upon request by at least 10% of the voting members.

### **Notice of Special and General Meetings**

**3.5** Members must receive at least 14 days' written notice of general meetings.

### **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 in attendance 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 in attendance 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 in attendance.

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

### **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 in attendance,
- (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 , if applicable, 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 in attendance 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, if applicable, 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** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Proxy voting**

3.14 Proxy voting is permitted. A member may appoint another member as their proxy by providing a signed and dated proxy form to the Secretary at least 48 hours before the meeting. The proxy form must specify the scope of the voting authority granted. No member may hold more than two proxies at any given meeting. Proxies may be used for both general and special resolutions.

### **Announcement of result**

**3.15** 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.

### **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 Board shall consist of a minimum of five and a maximum of eleven directors, elected for two-year terms. To ensure continuity, the expiry of the terms will be bi-yearly to allow for 50% of terms to expiry each year.

### **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.

### **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.

#### **Removal of Directors**

**4.5** A director may be removed by a resolution passed by a ordinary resolution of the voting members.

#### **Conflict of Interest**

**4.7** A director who has a conflict of interest in any matter before the Board must declare the conflict and refrain from voting on that matter.

---

## **PART 5 – DIRECTORS' MEETINGS**

#### **Frequency of Meetings**

**5.1** The Board shall meet at least four times per year.

#### **Calling directors' meeting**

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

#### **Notice of directors' meeting**

**5.3** At least 7 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**

**5.4** 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**

**5.5** The directors will regulate their meetings and proceedings following Roberts rules of order.

#### **Quorum of directors**

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

### **Decision-Making**

**5.7** The Board shall decide matters by majority vote. In the case of a tie, the chair shall cast the deciding vote.

---

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- a. **President** – Leads the Society and represents it publicly.
- b. **Vice-President** – Assists the President and assumes duties in their absence.
- c. **Secretary** – Maintains records and meeting minutes.
- d. **Treasurer** – Oversees financial matters.

### **Directors at large**

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

### **Role of president**

**6.3** 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**

**6.4** 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**

**6.5** 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**

**6.6** 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**

**6.7** 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.

---

## **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 travel and expenses incurred in carrying out their duties on the board.

### **Fiscal Year**

**7.2** The fiscal year of the Society shall be determined by the Board.

### **Financial Oversight**

**7.3** The Board shall ensure proper financial records are maintained and made available for review by members upon request.

## **Signing authority**

- 7.4** 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.
- 7.5** All financial transactions by the Society must be approved by a minimum of two signors as follows:
- (a) by the president, together with the Treasurer or one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with the Treasurer or one other director.

## **Borrowing Powers**

- 7.6** The Society may only borrow money as approved by a special resolution of the members.

## **Dissolution of the Society**

- 7.7** Upon dissolution, the Society's assets shall be distributed to a non-profit organization with similar objectives.

---

# **Part 8 – Amendments to Bylaws**

## **Amendment Procedure**

- 8.1** These Bylaws may be amended by a special resolution passed at a general meeting by at least two-thirds (2/3) of the voting members present.

## **Access to Bylaws**

- 8.2** The Society shall ensure that a copy of the current Bylaws is available to all members upon request