

Georgian Bay British Car Club Inc.

=== By-laws ===

A non-profit Corporation without share capital created by Letters Patent granted by the Lieutenant Governor of Ontario the 10th day of May, 2006.

THE BY-LAWS

1. Objects of the Corporation

The objects of the Corporation are as stated in its Letters Patent and its purposes include, in general:

- (a) To constitute an automobile club;
- (b) To provide a means for exchange of information, technical and otherwise, between those persons having an interest in cars of British manufacture (hereinafter referred to as the "Marques");
- (c) to encourage interest in and support for automobile sport in Ontario and to hold and participate in such competitive and non-competitive events as are considered suitable for an automobile club and to provide social occasions for its Members;
- (d) To encourage interaction with other clubs, organizations and corporations with an interest in the Marques;
- (e) To encourage participation in organized drives, parades, and rallies of the Marques.

2. Head Office

The Head Office of the Corporation shall be maintained in the South Georgian Bay area in the Province of Ontario and at such place as the Board of Directors may, from time to time, determine.

3. Fiscal Year

The fiscal year of the Corporation shall be the calendar year, January 1st to December 31st both inclusive and its Annual General Meeting shall be held in January or February, or as soon as possible thereafter each year.

4. Annual General Meetings, Regular Meetings and Special Meetings

In addition to the Corporation's Annual General Meeting in February or as soon thereafter as possible of each year, there shall be held Regular Meetings of the members when called for by the majority of the Members. A Special General Meeting of the Members shall be held within thirty (30) days after a written request for such, made by any five Members all in good standing, who are acting together, and whose request has been received by the Secretary.

5. Notices for Annual General Meetings and Special Meetings

Notice in writing stating the date, hour and place of the Annual General Meeting and of any Special General Meeting and the general nature of the business to be transacted thereat shall be sent to every Member by electronic communication (e-mail) not less than fourteen (14) days before the date of the meeting. Notice of the meeting may be also given to a Member in good standing by way of ordinary mail as an alternative to e-mail.

6. Appointment of a Nominating Committee

Not less than thirty (30) days before the Annual General Meeting, the Directors shall appoint a nominating committee, comprised of Members in good standing, to present nominations for the Officers and Directors of the Corporation for the ensuing year at the Annual General Meeting and each nominee shall be a Member in good standing.

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Any Member in good standing present at the Annual General Meeting may make other nominations from the floor of another Member in good standing. A nominee from the floor shall be present at the Annual General Meeting in order to assent to his or her nomination for a candidacy.

7. Quorum for an Annual General Meeting, Special Meeting and Regular Meetings

A *quorum* for the transaction of business at the Annual General Meeting or a Special General Meeting of the Corporation shall be not less than twenty-five percent (25%) of the Membership in good standing who are present in person or who have provided a proxy to a Member in good standing and present, or, alternatively, six (6) Members in good standing who are present or who have provided proxies to a Member in good standing who is present. A *quorum* for the transaction of business at a Regular Meeting of the Membership of the Corporation shall be not less than twenty percent (20%) of the Membership in good standing who are present in person or five (5) Members in good standing.

8. Adjournment of Meetings

Any Meetings of the Corporation or of the Board of directors may be adjourned to any time and from time-to-time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment. Such adjournment may be made notwithstanding that quorum was not present.

9. Member Votes

Any Member in good standing shall have the right to cast one vote on any matter before an Annual General Meeting, Special Meeting or Regular Meeting of the Corporation. The acceptance of any matter before an Annual General Meeting, Special Meeting or Regular Meeting called by the Membership that is not specified elsewhere in these By-Laws, shall be by a simple majority of the *quorum* at such a meeting. For an Annual General Meeting and for a special Meeting, a Member in good standing may appoint, in writing, another Member as his or her proxy to vote in the Member's place and stead at any Meeting provided always that such written appointment is delivered to and verified by the Secretary not later than the opening of the Meeting.

10. Election of Officers and Directors

Election of the Officers and directors shall take place at the Corporation's Annual General Meeting. Election may be by unanimous acclamation with a show of hands. Alternatively, where there is more than one candidate for the elected position, the election shall be by a show of hands or the election shall be by secret ballot and, in all cases, a simple majority of the votes and proxy votes shall be sufficient. An election by secret ballot shall only occur where a candidate requests such. The counting of ballots in a secret balloted election (as provided by this By-Law) shall be conducted, counted and scrutinized by a *quorum* of the Nominations Committee or, if the said Committee is not present, not less than three Members in good standing (who may still cast ballots) who are selected from the floor and elected by a vote of a majority of the *quorum* of the Membership.

11. Officers

The Officers of the Corporation shall be President, Vice-President, Secretary & Membership, Treasurer, and Events Co-ordinator, and the term shall be for one year.

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12. Number of Directors and Vacancies

The directors of the Corporation shall be its Officers. In the event of a vacancy occurring amongst the Officers of the Corporation, the vacant office may be filled by the Board of Directors from amongst its own number, with due regard to the order in which the Officers are listed in By-Law Number Eleven (No. 11) above, and if that, or any other event, creates a vacancy amongst the Officers, any vacancy or vacancies shall be filled by the Board of Directors appointing to the vacant office or position, an assenting Member in good standing. There shall be no less than three (3) directors of the Corporation elected or appointed mid-term who may hold two or more of the offices or positions which are set out hereinafter.

13. Meetings and Duties of the Board of Directors

The affairs of the Corporation shall be controlled and managed by the Board of Directors, which shall meet as needed. The Board of Directors' powers include the power to appoint Officers and Directors of the Corporation as a result of vacancies as set out in By-Law Number Twelve (No. 12) above and to appoint a Committee of Members for any special purpose to report to the Board. Meetings of the Board of Directors shall require a *quorum* of three (3) Directors and shall be on notice to all Directors. Notice of meetings of the Board of Directors may be given by mail, telephone, facsimile transmission or e-mail. Meetings of the Board of Directors may be conducted in person, teleconference or videoconference. No error or omission in giving notice for a meetings of the Board of Directors shall invalidate such meeting or make void any proceedings taken at such meeting and any Officer or Director may, at any time, waive notice and may ratify the proceedings taken thereat.

14. The Office of President

The PRESIDENT of the Corporation is the officer responsible for the conduct of business and executive meetings His or Her job is to see that the club's business is conducted efficiently. The President calls meetings to order from time to time and presents and secures agreements on the agenda items; keeps to the agreed order of business; should avoid taking part in the discussion or expressing a personal opinion (the President does not vote unless to break a tie); should see that each member who wishes to speak is given an opportunity to do so; should see that each motion is properly moved and seconded; should state the wording of the motion clearly and allow for adequate discussion before taking the vote; should announce the result when a vote has been called for (Carried or Defeated); should act as the club representative. It shall be the duty of the President at all times to provide leadership on behalf of the club and at all times to adhere to the club's by-laws.

15. The Office of Vice-President

The VICE-PRESIDENT of the Corporation, in addition to filling in for the President, as needed, whenever possible may assume further duties as he or she sees fit and the Corporation requires.

16. The Office of Secretary & Membership

The SECRETARY of the Corporation shall be responsible for and maintain, Minutes of all meetings of the directors and of the Corporation and shall be responsible for the safekeeping of the Corporation's papers, except financial records, and of its chattel property. He or she shall be responsible for the preparation and mailing of the Notices referred to in By-Law Number Five (No. 5). He or she shall provide an agenda/table of items for all Annual General Meetings and Special Meetings to the Chairperson presiding.

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The MEMBERSHIP Director of the Corporation shall be responsible to maintain corporate records of facts relating to membership and shall ensure an up-to-date mailing list of all Members to be used only for affairs with respect to the Corporation. He or she may issue an authorized Membership card to all Members in good standing, and shall ensure that all monies received for Membership and other corporate matters are received by the Corporation's Treasurer. He or she shall give a brief report of Membership status at all Meetings. Membership records are Private and shall not be used for any non-club purpose.

The Secretary & Membership Director may assume further duties as he or she sees fit and the Corporation requires.

17. The Office of Treasurer

The TREASURER of the Corporation shall be responsible for the funds of the Corporation and shall see to the collection of all subscriptions and other monies that may be receivable and for the deposit of all monies to the credit of the Corporation in a financial institution, which shall be chosen by the Board of Directors and in which the account shall be maintained in the name of the Corporation. He or she and one or more other directors or Officers, so appointed by the Board of directors for the purpose shall sign all cheques payable out of the corporation's account. The Treasurer may assume further duties as he or she see fit and the Corporation requires. The Treasurer shall further maintain a proper accounting record of all financial transactions and shall give at regular meetings, a brief summary of the Corporation's financial position. He or she shall prepare and submit to each Annual General Meeting, a full and proper financial statement. The Treasurer's Ledger is the property of the club, and shall be made available for inspection by any member by prior arrangement.

18. The Office of Events Co-ordinator

The EVENTS CO-ORDINATOR of the Corporation shall be responsible to organize or cause to be organized the Corporation's events such as, but not limited to: drives, rallies, and picnics. The Events Co-ordinator shall prepare and submit to the Board of Directors a report of finances on each event. The Events Co-ordinator may assume further duties as he or she sees fit and the Corporation requires.

19. Honorary Advisor

A position will be created in January or February of each year, that being, Honorary Advisor, this position shall be filled by the immediate past-President or failing that, any of the immediate past-Officers with due regard to their order as listed in By-Law Number Eleven (No. 11) or failing that any Member in good standing as nominated by the Board of Directors and approved by a majority of the Members. The Honorary Advisor shall not be a Director of the Corporation but may attend all Board of Directors meetings and assist the Board of Directors as is required.

20. Classes of Members

Membership in the Corporation shall be:

- (a) REGULAR MEMBERSHIP: A person who has an interest in, seeks to own, owns, has owned, was provided, was provided by way of lease, or was provided by an employer, with a Marques automobile;
- (b) HONORARY MEMBERSHIP: A person so appointed by a two-thirds majority vote of the *quorum* of Members at any Meeting for longstanding contributions to the Corporation.

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21. Membership

Admission as a Regular Member shall be approved by the Membership Director upon the written application for membership with the tendering of the current subscription fee by each Regular member candidate and admission, as a Member, is tentative until such approval.

22. Annual Membership Subscriptions

All members, except Honorary members, shall pay an annual subscription fee, which amount thereof shall be determined by the Board of directors. The subscription fee shall be due and payable not later than the thirty-first day of January in each year.

23. Member Benefits

The Corporation may provide for Members the following:

- (a) An electronic newsletter;
- (b) Regular Meetings;
- (c) an authorized Membership card of the Corporation which may include the Members' name, Membership number.
- (d) a package comprising one windshield sticker of the Corporation's logo; and
- (e) a copy of the current By-Laws if the Member so requests.

24. Suspension/Termination of Membership for Failure to Pay Dues

Regular Memberships may be temporarily suspended or terminated by the Board of Directors if, after notice to him or her of the fact that his or her dues have remained unpaid for thirty-one (31) days after payment becomes due, and he or she has not paid the dues within fifteen (15) days from and including the date of such notice.

25. Suspension or Termination of Membership with Cause

The Regular or Honorary Membership of any person may be temporarily suspended, conditionally suspended or terminated by the Board of Directors on a motion carried by a majority of the Board of directors if, after a review conducted by the Board of Directors, it is determined that a Member has conducted himself or herself in a manner:

- (a) that is contrary to the objects and character of the Corporation;
- (b) acts directly or indirectly to the detriment of the Corporation.

26. Request to Reconsider a Suspension or Termination of Membership

Upon request of a suspended or terminated Member, made in writing and which is received within thirty (30) days of the Member's suspension or termination, the Board of Directors shall convene a reconsideration enquiry of the initial decision to suspend or terminate a Membership.

27. Procedures for a Reconsideration Enquiry by the Board of Directors

A reconsideration enquiry will be conducted by the Board of Directors and may be conducted in writing or by way of an oral hearing as the Board of Directors deems appropriate. The suspended or terminated Member shall be given an opportunity to make submissions to the Board of Directors as part of the reconsideration enquiry. If applicable, the Board of Directors shall notify the suspended or terminated Member of the date of a review enquiry by regular first class mail at the last known address for the suspended or terminated Member and the notice will be posted not less than fourteen (14) days before the date scheduled for the reconsideration enquiry.

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28. Scope of Review of a Reconsideration Enquiry of the Board of Directors

The Board of Directors may rescind, amend, set aside, vary, impose further conditions or ratify its initial decision to terminate or suspend a Member as a result of having conducted a reconsideration enquiry. The Board of Directors shall inform the suspended or terminated Member of the decision of the Board of Directors reached as a result of having conducted a reconsideration enquiry orally or in writing by sending a copy at the suspended or terminated Member's last known address by regular first class mail.

29. Corporate Badge

The Badge of the Corporation shall be as per the approved club logo. Car badges of that description shall, when possible, be produced by the Corporation and shall be sold to the members for a fee to be determined by the Board of Directors of not less than their present replacement cost.

30. Amendment of Corporate By-Laws

There shall be no amendment of or addition to these By-Laws except by resolution adopted at an Annual General or a Special General Meeting of the Corporation by a vote of two-thirds of the Regular and Honorary members in good standing present and entitled to vote or voting by proxy.

31. Notices for Proposed Corporate By-Law Amendments

No resolution(s) for the amendment of or addition to these By-Laws shall be placed before an Annual General Meeting or a Special Meeting unless the mover thereof shall have delivered to the Secretary, in writing, his or her resolution(s) not less than thirty (30) days before the date of the Annual General Meeting or Special Meeting. In the Notice of the said Annual General Meeting or Special Meeting, the Secretary shall include the proposed resolution(s).

32. Officers and Directors Expense Reimbursements

No Officer or Director or Member of the Corporation shall receive a salary or draw but an Officer or Director or Member may receive reimbursement of pre-approved expenses incurred on behalf of the Corporation at the discretion of the Board of Directors.

33. Officers and Directors Not to Act in Conflict

No Officer or Director shall, to the best of his or her knowledge, act in a manner that is in conflict of interest and shall declare such a conflict and abstain himself or herself from considering or voting on the matter from which the said conflict arises.

34. Attendance of members at Meetings of the Board of Directors

The meetings of the Board of directors shall be open to the Honorary Advisor, Regular Members in good standing, and Honorary Members in good standing, unless a motion is made and carried by a majority of the Board of Directors to move the meeting *in camera*. A meeting for an inquiry under By-Law Twenty-Seven (No. 27) set out above shall be open to the Honorary Advisor, Regular Members in good standing, and Honorary Members in good standing unless the terminated or suspended Member, who is a party to an inquiry under By-Law Twenty-Seven (No. 27) set out above, requests that the said inquiry proceed *in camera*.

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35. Attendance of Non-Members at Meetings of the Board of Directors

The Board of Directors may permit any non-Member to attend a Board of Directors meeting where a motion to that effect is carried by a majority of the *quorum* of the Board of Directors.

36. Limited Liability of Officers and Directors

The Corporation shall indemnify and save harmless any Officer or Director acting in good faith in the performance of his duties from claims of the Corporation or any third party. Furthermore, the Corporation shall, where possible, obtain a policy of insurance of indemnity for any error or omission by an Officer, Director and the Board of Directors, acting in concert, where such act or omission was done in the performance of his, her or their duties to the Corporation in good faith.

37. Removal of an Officer or Director

Any Officer(s) or Director(s) may be removed from office by a ballot motion carried by a two-thirds majority of the Members in good standing present or by proxy at a Special Meeting called for that specific purpose in accordance with these By-Laws. The Board of directors of the Corporation shall have the power to reprove and warn of expulsion any Officer or director who in the board of director's opinion:

- (a) acts contrary to the objects and character of the Corporation;
- (b) acts directly or indirectly, to the detriment of the Corporation;
- (c) persistently fails to fulfill his essential duties and obligations to the Corporation as an Officer or Director.

38. Resignation of an Officer or Director

Any Officer or Director may resign by tendering his or her resignation to the Board of Directors.

39. The Dissolution or Winding Up of the Corporation

The dissolution or winding-up of the Corporation shall be by a ballot motion which is carried by a two-thirds majority of the Regular Members in good standing, and Honorary Members in good standing that are present or represented by proxy, at a Special Meeting called for that specific purpose in accordance with these By-Laws.

40. Distribution of Corporate Assets on Dissolution or Winding-Up

In the event of the winding-up or dissolution of the Corporation and upon the discharge of the just and proper debts of the Corporation, the assets of the Corporation shall be donated to The General & Marine Hospital of Collingwood, Ontario.