

THE SPORTS CAR CLUB OF BRITISH COLUMBIA
CONSTITUTION

1. The name of the society is "THE SPORTS CAR CLUB OF BRITISH COLUMBIA"

2. The objects of the Society are: to promote and encourage and support motor sport within the Province of British Columbia.
 - a. To organize competitive motor events in all their branches
 - b. To foster sportsmanship and give mutual guidance and assistance within the membership.
 - c. To encourage and promote safe road conduct and do everything possible to raise prestige of the sports car.

3. The operations of the Society are to be carried on in the Province of British Columbia and will have the mailing address of PO Box 2125, Vancouver, BC, V6B 3T5.

THE SPORTS CAR CLUB OF BRITISH COLUMBIA BYLAWS

(as amended June 10, 2009)

1.0 INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires,

- (a) "Directors" means the Directors of the Club for the time being;
- (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (c) "Registered address" of a member, means his address as recorded in the register of members;

1.2 The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

2.0 MEMBERSHIP

2.1 The membership of the Club shall consist of Honorary Members, Life Members, Emeritus, Club & Family Members.

2.2 Honorary members and Life Members are such Members as nominated by a unanimous vote of the executive and ratified by a 75% majority vote of the members of the club at a general or special meeting. Honorary members do not have voting rights. Life Members shall have all of the rights of Club members including, without restricting the generality of the foregoing, voting rights and the right to serve as members of the Executive.

2.3 Club Members are such persons who have been accepted in the manner hereinafter set forth. The number of such Club Members shall be unlimited. A Club Member shall have the right to enter and use the Club facilities, subject to such house rules as may be from time to time declared, and shall have the right to vote on the business of the Club, the right to be nominated and elected to the Executive, the right to be appointed as a committee chairman, and shall have the right to accrue points awarded in certain of the competitive motoring events of the Club as hereinafter set forth.

2.4 Family members are Club Members who have been accepted in the manner hereinafter set forth and who by virtue of their Family Relationship to another Club Member may have a reduced membership fee. Eligible members shall include spouses and dependant offspring over the age of 15 and under the age of 19 who reside with the Club member. Eligibility shall be as defined in the BC Medical coverage. Family members shall apply for membership in the same manner as Club members and shall be subject to the bylaws as they apply to Club members. Family members shall have full voting privileges and shall be considered under these bylaws to be Club members and have all the privileges and rights of a Club member.

- 2.5 Associate Members are such persons who have been accepted as Associate Members in the manner hereinafter set forth and in the same manner as Club Members. The number of such Associate Members shall not be limited. Associate Members shall receive such notices and publications as the Club may issue from time to time. An Associate Member may compete in such point accruing motor racing events of the Club as hereinafter set forth, but shall not accrue points in the Club Championships. An Associate Member shall be eligible to act as a committee member, except as hereinafter set forth. Associate Members do not have voting rights.
- 2.6 Emeritus Members are such persons who have been Club members for a continuous period of 30 years. Emeritus members will not pay yearly dues but will have voting privileges and all other privileges of a Club Member.
- 2.7 Application forms for membership in the club shall contain a simplified list of Members' and Associate Members' privileges, Club Obligations and Duties, and these shall be agreed to by signature of the applicant.
- 2.8 Every application for membership shall be made in writing and signed by the candidate who shall be approved by the Membership committee or by its Chairman provided that his or their decision may be reversed by the Executive committee. All members are in good standing except a member who has failed to pay his or her current annual membership fee by January 31st of each year, or has an outstanding debt with the club for race registration or other fees.

3.0 FEES

- 3.1 Every Club and family member, on being accepted to the club, shall pay an annual subscription fee, the amount of which shall be set by the executive at the regular meeting in November each year and which shall be due on the first of December each year.
- 3.2 Every Associate member shall pay on being accepted to the club an annual subscription the amount of which shall be set by the executive at the regular meeting in November each year and which shall be due on the first of December each year.
- 3.3 Each Club Member's, Family Member, & Associate Member's annual subscription shall be deemed to be a debt due to the Treasurer of the Club for the time being. If the Club Member, Family Member or Associate Member shall fail to pay his subscription by January 31st of each year he shall cease to be a member in good standing of the Society. If the dues are paid within the current year of the Society he may be reinstated at the discretion of the Executive Committee. If he fails to pay dues for the current year he may rejoin as a new member in some following year. Any Club Member, Family Member or Associate Member may cease to be a Member by handing in his resignation in writing to the Secretary.
- 3.4 A Club Member, Family Member or Associate Member may by reason of enforced circumstances appeal to the Membership Committee, which may at its discretion declare a suspension in favour of said Member of payment of the annual subscription for a period not exceeding one year.

3.5 Member's fees shall not be refundable except as heretofore and hereinafter set forth, nor shall memberships be saleable or transferable.

4.0 TERMINATION OF MEMBERSHIP

4.1 The Executive committee (hereinafter referred to as "the committee"), shall have power to request any member to resign or to terminate any membership without explanation, but for the purpose of this rule a vote of not less than two thirds of the whole committee shall be necessary. Upon the termination of a membership under this rule the subscription paid for the current year, (and in the case of a member who has been elected during the then current year, the entrance fee) may be returned to the member wholly or in part at the discretion of the committee.

5.0 MEETINGS

5.1 The Annual General Meeting of the Club shall be convened in February in every year and shall be separate from the annual banquet. The retiring President shall at that meeting be required to give a review of his tenure of office for the year past, and he may direct such other officers of the retiring Executive committee and Chairman as he may see fit to do likewise. A financial statement of the Club shall be presented at the Annual General Meeting.

5.2 Written notice convening the annual general meeting shall be sent to the members not less than fourteen days before the meeting.

5.3 Whenever in these By-Laws written notice is provided, written notice may be delivered by mailing of written notice to an address provided by any member of the Club if a member has provided an email address or a fax number, notice may be delivered by email or fax transmission.

5.4 A special meeting of the Club may be convened at any time by the Executive committee, and shall be convened within twenty-one days from the receipt of a requisition in writing signed by not less than ten percent of the Club Members in good standing specifying the object of the meeting to be convened and notice convening such special meeting shall be sent to the Members not less than fourteen days before the meeting.

5.5 At committee meetings (except for the purpose of by-law 4.1) four Members shall be a quorum. At general meetings twenty-five shall be a quorum. Honorary Members may attend at general meetings but they shall not be counted as part of the quorum. Each Life, Club, Family & Emeritus Member shall be entitled to one vote. Proxies are not permitted.

5.6 General Meetings shall be held regularly at such times and places as may be specified at each preceding regular meeting, or failing this, as decided by the Executive Committee.

5.7 The business at all annual and general meetings shall include:

- Reading and passing of Minutes of previous meetings.
- Business arising out of the minutes.
- Bills and communications
- Unfinished Business
- Reports of committees
- Business arising out of reports
- New Business

5.8 Voting at General and Special Meetings shall be by ballot or by show of hands of the voting members as the Chairman may declare.

6.0 COMMITTEES

6.1 Executive Committee

6.1.1 The Club shall be managed by the Executive committee which shall consist of the following officers:

1. President
2. Vice-President
3. Second Vice President
4. Secretary
5. Treasurer
6. The Past President or another member of the retiring committee
7. The Chairman of the "Track Operations committee"

6.1.2 The Executive committee shall appoint such committee Chairmen as it shall from time to time deem necessary. With the exception of the Membership committee, the Racing Driver's committee and the Track Operations committee, the committee Chairman shall appoint members of their committees. Chairmen shall report on the activities of their committees at regular monthly Executive meetings.

6.2 Race Drivers Committee

6.2.1 There shall be a committee known as the "Racing Drivers' committee" whose duty it shall be to advise the Executive committee on matters to do with motor racing on any circuit whereon the Club may stage motor racing events.

6.2.2 Membership in this committee shall be determined by the committee and published prior to the first race of each year.

6.2.3 The members of this committee shall elect their own Chairman at the first meeting after the end of the current racing season.

- 6.2.4 A general drivers' meeting with the Senior licensed drivers may be called at any time deemed necessary by the Chairman or by request to the Chairman by a group of five or more senior licensed drivers or RDC members.

6.3 Race Drivers Committee Duties

- 6.3.1 Responsible for establishing, compiling, and publishing the rules for accruing points for the Club Endurance Series or Annual Endurance Race in conjunction with the competition committee, prior to the first race of the current racing year. Championship standings should be published frequently.
- 6.3.2 Responsible for the organization and operation of the Driver Training Program.
- 6.3.3 Responsible for authorized permit practice sessions.
- 6.3.4 Responsible for compiling and publishing rules for the running of the annual Endurance Race in conjunction with the Competition committee, said rules to be finalized prior to April 1st of the current racing year.

6.4 Nominating Committee

- 6.4.1 The nominating committee shall be elected by a majority vote of the Club Members present at a general meeting not later than the last day in December of each year.
- 6.4.2 Two of the nominees to this committee shall be past members of prior or current Executive committees and there shall be five members of this committee.
- 6.4.3 The nominating committee shall elect a chairman.
- 6.4.4 Further nominations to the Executive committee shall be in writing and shall bear the consent of the nominees.

6.5 Track Operations Committee

- 6.5.1 A committee known as the Track Operations Committee shall be elected at the Annual General Meeting.
- 6.5.2 The duties of the committee shall be to advise the Executive committee on and to oversee all matters to do with Mission Road Course.
- 6.5.3 The committee shall consist of seven persons, who shall be the incumbent President of the Club, four Club Members in good standing and two persons who may be other than members of the Club, in which case said persons shall be appointed to the committee by the nominating committee.

- 6.5.4 Such appointed members to the committee shall be persons who have or represent either a major financial interest in the club's current Road Course or have special skills or knowledge deemed of more than ordinary value to the Club.
- 6.5.5 The Club Members of the committee shall be nominated by the nominating committee with the consent in writing of the nominees, and the nominees shall be two members in excess of the number to be elected.
- 6.5.6 They shall, with the exception of the incumbent President of the Club, be elected for a term of two years, with three committee members being elected in each alternating year.
- 6.5.7 The chairman of the committee shall be elected by the members of the committee and shall be other than the President and shall be a Club Member.

6.6 Membership Committee

- 6.6.1 The Membership committee Chairman shall be appointed by the Executive committee together with such committee Members as the Executive committee shall deem necessary. Additional duties of the Membership committee shall be the maintenance of the membership roster, under the direction of the Secretary and the collection of annual subscriptions under the direction of the Treasurer.

6.7 Elections/Duties

- 6.7.1 The Executive committee shall be elected at the Annual General Meeting convened not later than the last day of February in each year by a majority of the Club Members present. Only Club Members in good standing for more than one year shall be eligible as members of the committee. Voting for members of the committee shall be by show of hands or by ballot of the Club Members as the Chairman may declare and the candidates having the greatest number of votes shall be declared elected. Proxies are not permitted.
- 6.7.2 Removing a member of the Executive Committee – Members may by Special Resolution remove a member of the Executive Committee before the expiration of his term of office, and may elect a successor to complete the term of office.
- 6.7.3 No Member of the Executive Committee shall be remunerated for being or acting as an Executive Committee member, but may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. Notwithstanding the foregoing, the Club may waive race entry fees to members of the Executive Committee but the waiver of fees shall not be construed as being remuneration for the purposes of this paragraph.

6.8 Duties of the Executive Committee

- 6.8.1 The President shall be an ex-officio member of all committees and shall preside at all meetings of the Society and the Executive Committee. The President shall enforce these By-laws and generally supervise the affairs of the Society.
- 6.8.2 The Vice Presidents shall assist the President in the discharge of his duties and in his absence the Vice President with the most seniority shall officiate as the President. In the case of a tie of seniority, the executive board shall choose the Vice President who shall officiate.
- 6.8.3 The Treasurer shall keep the financial records, including the books of account, necessary to comply with the Society Act, and render financial statements to the Executive Committee, members and others when required.
- 6.8.4 The Secretary shall:
- conduct the correspondence of the Society
 - issue notices of meetings of the Society and the Executive Committee
 - keep minutes of all meetings of the Society and the Executive Committee
 - have custody of all records and documents of the Society except those required to be kept by the Treasurer
 - ensure the maintenance of the register of members
 - ensure the filing of the annual report forms 10 and 11
 - ensure the filing of the annual financial statements within 30 days of the annual general meeting
- 6.8.5 The immediate Past President shall act as advisor to the Executive Committee to provide continuity to the affairs of the Society.

7.0 BORROWING

- 7.1 Subject to the 'Society Act', the Executive committee may for the purposes of carrying out the objects of the Club, and under these bylaws, borrow or raise or secure the payment of money in such manner and upon such terms and conditions in all respects as the committee think fit, and in particular by the issue of debentures or mortgage, charge or other security on the whole or any part the property or assets of the Club, both present and future, including all fees or membership dues now or hereafter due or payable. No debenture shall be issued without the sanction of a Special Resolution of the Club.

8.0 SEAL

- 8.1 The seal of the Club shall be kept in the custody of the President of the Club and shall not be fixed to any instrument except by authority of the Executive committee, the Directors or by authority given at a general meeting of the Club. It shall be circular in form bearing the name of the Club.

9.0 BYLAW REVISIONS

9.1 Alteration of the By-laws may be made by an special resolution in accordance with and subject to the provisions of the "Society Act" provided that notice of such special resolution shall be given to the Members of the Club not less than twenty-one days prior thereto and such special resolution shall be voted on and passed by a majority of three-fourths of the voting Members personally present at the meeting called to consider such special resolution.

10.0 MEETING MINUTES & ACCOUNTING RECORDS

10.1 Preparation and custody of minutes and proceeding of meetings of the club and of the committee shall be kept by the secretary or in his absence, by such member of the committee that the President may designate. Other books of record and accounts of the club shall be kept by the treasurer or in his absence, by such member of the club as the President may designate.

10.2 The books and records of the Club may be inspected by the Members upon application to the Executive committee who shall fix the time and place for such inspection to take place within three days of such application. These By-laws are supplemental to the provisions of the current "Society Act"

10.3 The accounts of the club shall, at the end of the fiscal year, be examined and their correctness ascertained by one or more auditors who shall be appointed only by the Executive committee at it's first meeting after taking office. The auditors shall submit a written report to the Club subsequent to the Annual General Meeting.

11.0 FISCAL YEAR

11.1 The fiscal year of the Club shall be the period from the first of December in each and every year to and including the thirtieth day of November of the year immediately following, and the Club shall file a financial statement after its Annual General Meeting in each and every year with the Registrar of Companies, and subsequent to the majority approval of the statement by the Club Members.

12.0 GENERAL

12.1 The club may establish and maintain branch societies, with power not to exceed the powers of the Club as the Club may from time to time confer to a branch society.

12.2 Subject to the Society Act, any member or former member of the Executive committee and any person appointed by the Executive committee and his heirs, executors, administrators, and other legal personal representatives shall from time to time be

indemnified and saved harmless by the Sports Car Club of British Columbia from and against any liability and all costs, charges, and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or omitted by him in respect of the execution of duties of his office or while acting for or on behalf of the Sports Car Club of British Columbia with proper authority to do so in connection with any of the activities of the Sports Car Club of British Columbia. The foregoing shall not apply to anything done or left undone by a member while he is participating as a competitor in any racing event of any kind or while practicing or preparing for any such event.