

# THE SPORTS CAR CLUB OF BRITISH COLUMBIA

## BYLAWS

(Amended November 12, 2014)

### 1.0 INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires,

(a) "Directors" means the Directors of the Club, the elected persons of the Executive for the time being, as named in section 6.1.1; also referred to as the "Executive".

(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 their address as recorded in the register of members;

(d) "Signature or signed" includes any electronic signature as approved by the Executive from time to time.

(e) "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.

(f) "Vote or Voting" may be by attendance in person or by any electronic means as approved by the Executive from time to time.

(g) "Auditor" as defined in the Society Act of British Columbia

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 Life Members, Emeritus, Club & Family Members, and Associate Members.

2.2 **Emeritus** are such Members as nominated by a unanimous vote of the executive and ratified by a 75% affirmative vote of the members of the club at a general or special meeting. Emeritus Members will not pay yearly dues but will have voting privileges and all other privileges of a Club Member including the right to serve as members of the Executive. Criteria for Emeritus membership are as described above and are decided on a case by case basis on merit.

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 14 and under the age of 21 who reside with the Club member. 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 Life** Members are such persons who have been Club members for a continuous period of 30 years. Life 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 on the approved form 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 have 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 favor 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, with reason or cause, to request any member to resign or to terminate any membership, 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) may be returned to the member wholly or in part at the discretion of the committee.

A member may be expelled for behaviour considered by the Executive to be harmful or detrimental to the club or for failure to meet the conditions of membership as stated on the Membership Application form.

4.2 Membership shall be terminated when a member ceases to be in good standing, or upon their death.

#### 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 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.

5.4 At Executive 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 or voting on behalf of another member are not permitted.

5.5 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.

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

- Reading or presenting in writing and passing of the minutes of previous meeting.
- Business arising out of the minutes.
- Bills and communications
- Unfinished Business
- Reports of committees
- Business arising out of reports
- New Business

Where these bylaws are silent the Society Act of British Columbia, or secondly, Robert's Rules of Order may be referenced.

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

## 6.0 COMMITTEES

6.1 Executive Committee (are the Directors of the Society)

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

1. President
2. Vice-President of Administration
3. Vice President of Operations
4. Secretary
5. Treasurer
6. The Past President or another retired executive committee member
7. The Chairman of the Track and Facilities Advisory committee

6.1.2 The Executive committee shall create additional Ad hoc committees as it deems necessary from time to time. With the exception of the Membership committee, the Race Driver's Committee, the Nominating Committee and the Track and Facilities Advisory Committee. The Executive committee may appoint the chairperson and/or the members of committees. Chairmen shall report on the activities of their committees to the Executive.

6.1.3 The Executive and Nominating Committees, and all Ad hoc committees shall retire at the termination of Annual General Meeting each year. Ad hoc committees may be reappointed as determined by the incoming executive.

6.2 Race Drivers Committee

6.2.1 There shall be a committee known as the "Race Drivers' Committee" whose duty it shall be to advise the Executive committee on matters to do with motorsports 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 Responsible for establishing, compiling, and publishing the rules for accruing points for the Club Endurance Series or Annual Endurance

6.2.5 Responsible for the organization and operation of the Driver Training Program.

6.2.6 Responsible for authorized permit practice sessions.

### 6.3 Nominating Committee

6.3.1 The nominating committee shall be selected at the Annual General Meeting, following the election of the Executive Committee, from volunteers. The committee members shall be ratified by the membership at the next regular meeting following the Annual General Meeting.

6.3.2 Two of the members of this committee shall be members of prior or current Executive committees, and there shall be a minimum of four members of this committee.

6.3.3 The nominating committee shall elect a chairman.

6.3.4 The duties of the Nominating Committee are to canvas the membership, in a non-partisan way, in order to identify candidates for the elected positions of the club.

6.3.5 The Nominating Committee shall present a list of consenting candidates by no later than the January general meeting.

6.3.6 Further nominations for elected positions should be in writing and bear the consent of the nominees. Nominations from the floor will be accepted. Written consent is required if the nominee is not present.

6.3.7 The Nominating committee shall conduct the elections at the Annual General Meeting. When the elections are complete the committee members shall resign, and they may be selected by the voting club members to sit on the next committee.

### 6.4 Track and Facilities Advisory Committee

6.4.1 A committee known as the Track and Facilities Advisory Committee (TFAC) shall be elected at the Annual General Meeting.

6.4.2 The duties of the committee shall be to advise the Executive committee on all matters to do with Mission Road Course facility.

6.4.3 The committee shall consist of five persons, who shall be the incumbent President of the Club, and four Club Members in good standing.

6.4.5 The Members of the committee shall be nominated by the nominating committee with the consent of the nominees

6.4.6 They shall, with the exception of the incumbent President of the Club, be elected for a term of two years, with two committee members being elected in each alternating year.

6.4.7 The chairman of the committee shall be elected by the members of the committee and shall be other than the President

#### 6.5 Standing Committees:

6.5.1 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.

6.5.2 The Booking Manager shall be appointed by the Executive committee and reports to the Vice President of Administration. Additional duties of the Booking Manager shall be to assign a Track Manager to each event, under the direction of the Vice President of Administration and the collection of contracts and rental fees under the direction of the Treasurer.

6.5.3 The Track Maintenance and Preparation Committee (TMAP) Chairman shall be appointed by the Executive committee together with such committee Members as the Executive committee shall deem necessary. The Track Maintenance and Preparation Chair reports directly to the Vice President of Operations. The purpose of the TMAP committee shall be to prepare and maintain the operational assets, facilities and related equipment for each event, under the direction of the TMAP Chair and the Vice President of Operations. —

#### 6.6 Elections/Duties

6.6.1 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 in person or by electronic means as approved by the Executive Committee. Only Club Members in good standing for the twelve months preceding the Annual General Meeting shall be eligible as members of the committee. Voting for members of the committee shall be by show of hands of the Club Members, or by any electronic means approved by the executive, or by ballot as the Chairman may declare and the candidates having the greatest number of votes shall be declared elected. Proxies or voting on behalf of another member are not permitted.

6.6.2 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.

6.6.3 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.

6.6.4 The Executive Committee may appoint a member to fill a vacancy on the committee. If the vacancy is filled by a member who does not meet the one year membership requirement, then they shall be a non-voting member of the committee for the term.

6.6.5 In the case of the complete, or a majority resignation of the Executive Committee, the standing Nomination Committee, contrary to Bylaw 5.4, shall convene a Special Meeting for the purpose of an election.

#### 6.7 Duties of the Executive Committee

6.7.1 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.

6.7.2 The Vice Presidents shall assist the President in the discharge of his duties and in his absence the Vice President who is appointed by the President shall officiate.

6.7.3 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.

6.7.4 The Secretary shall:

- i. conduct the correspondence of the Society
- ii. issue notices of meetings of the Society and the Executive Committee
- iii. keep minutes of all meetings of the Society and the Executive Committee
- iv. have custody of all records and documents of the Society except those required to be kept by the Treasurer
- v. ensure the maintenance of the register of members
- vi. ensure the filing of the annual report forms 10 and 11 and/or other such form as required by the Society Act of British Columbia

6.7.5 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 physically 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 its first meeting after taking office. The auditors shall submit a written report to the Club to be presented at the Annual General Meeting.

10.4 The Spending Policy of the Club shall be reviewed and/or renewed at each 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