

OTTAWA SPORTS CAR CLUB - BYLAWS

1. PURPOSE AND OBJECTIVES

1.1. The Ottawa Sports Car Club, hereafter referred to as the Club, has the following purposes and objectives:

- a) to foster a spirit of unity and comradeship among car owners;
- b) to provide information which may be of aid and interest to car owners;
- c) to organize, and to encourage the organization of legitimate sporting events; and
- d) to support members' participation in legitimate motorsport events and activities.

2. CORPORATE SEAL

2.1. The seal, an impression of which is stamped in the margin, shall be the seal of the Ottawa Sports Car Club.

3. CONDITIONS OF MEMBERSHIP

3.1. Membership in the Club shall be open to all persons interested in furthering the objectives of the Club, and who have filled the requirements for membership. Each member of the Club shall be entitled to receive a card designating the term of their membership.

3.2. Current member shall be entitled to:

- a) one vote on any motions presented to the Club;
- b) membership in ASN Canada FIA Inc. (ASN) and/or its affiliates and all associated rights, privileges, and responsibilities;
- c) enter motorsport events at the rate set for members of ASN Canada FIA Inc. (ASN) and/or its affiliates by the organizing body; and
- d) attend and speak at all meetings of the Club.

3.3. Applications for membership must be submitted to the Officer designated by the Board of Directors or through electronic registration. Any such application shall be subject to the approval of the Board of Directors.

3.4. It is the responsibility of each Club member to ensure that the Club has their correct and up-to-date contact information, including email address.

3.5. Memberships are not transferable and shall lapse and cease to exist if the member dies, resigns, or has their membership revoked as described in Section 3.9. Membership fees will not be, in part or in whole, returned if any of the above should occur.

3.6. Memberships shall lapse at the end of the last calendar year for which they were purchased if not renewed. This does not apply to life-time members.

3.7. Any member may resign from the Club by giving written notice of his intent to the Membership Chairperson or a Director of the Club. Any person in arrears of payment of annual membership fees shall be deemed to have resigned from the Club.

3.8. Any member may be suspended for cause, in accordance with the provisions of these by-laws. No complaint against a member shall be considered unless the particulars of the complaint are submitted in writing to the President and signed by the member laying the complaint. Upon receipt of the complaint, the President shall refer it to the Board of Directors. They shall provide the member with a copy of the complaint laid against them, and an opportunity for the member to be present at the meeting of the Directors at which the complaint is to be reviewed, and to answer the complaint against them. The Board of Directors may, by a two-thirds majority vote of the Directors present at the meeting to review the complaint, suspend the member for such a period of time as the Board may judge fit.

3.9. Any member may have their membership revoked by a vote of three-quarters of the members present at an annual or special meeting called by the Board of Directors. The provisions of Section 3.8 with respect to notification of meeting, reason for complaint, and opportunity to respond to the complaint shall apply.

3.10. Membership fees shall be set by the Board of Directors.

4. HEAD OFFICE

4.1. The Head Office of the Club shall be in the City of Ottawa in the province of Ontario.

5. BOARD OF DIRECTORS

5.1. The property and business of the Club shall be managed by a Board of Directors, each of whom, at the time of their election and throughout the term of office, shall be a member of the Club. The Board shall consist of: The Past President, when applicable; and eight elected Directors consisting of: the President, the Vice-President, Secretary, Treasurer, and four General Directors.

5.2. Four members of the Board of Directors shall constitute a quorum for board votes.

5.3. The applicants for incorporation shall become the first Directors of the Club, whose term of office on the Board of Directors shall end at the next Annual General Meeting. Successors to the first Directors shall hold office until the conclusion of annual elections.

5.4. There shall be at least one meeting per year of the Board of Directors.

5.5. Meetings of the Board of Directors may be held at any time and place determined by the President, Vice-President, or on written or email request to the President by two Directors. Notice of such meetings must be provided to each member of the Board of Directors as follows:

- a) by email at least seven calendar days prior to the meeting; or
- b) by telephone at least 48 hours before said meeting.

5.6. The Board may also appoint a day or days in any month or months for regular meetings of the Board at a specific hour and place. No notice of such meetings need be sent to the members of the Board of Directors.

5.7. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Club shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Any Director who has not received notice of a meeting must be provided with minutes and may, within 24 hours of receipt of these minutes, request a re-vote of any resolution voted on at the meeting.

5.8. At all meetings of the Board of Directors, each Director shall have one vote, which may only be exercised personally. All resolutions at such meetings, save as otherwise provided in these by-laws, shall be decided by a majority of votes and a declaration that a resolution has been carried and an entry to that effect in the proceeding's minutes shall be sufficient evidence of the fact. In the case of an equality of for – and – against votes, the motion shall be defeated.

5.9. Any position on the Board of Directors shall be automatically vacated if:

- a) the Director resigns their office by delivering a written resignation to the President or Secretary of the Club;
- b) at a special general meeting of members of the Club, a resolution is passed by a majority of the members present at that meeting that a Director should be removed from office; or
- c) the Director dies.

5.10. In the event of a vacancy pursuant to 5.9, the Board of Directors may, by majority vote, fill the vacancy for the remainder of the current term with a member from the Club by appointment.

5.11. If the members of the Board determine a Director to be incapable of fulfilling their duties due to infirmity or other situation, they may remove the Director from their position by a vote of the Board of Directors. The affected Director must be given notification of the intent to discuss this at least seven calendar days prior to the meeting at which the vote will be taken and be provided with a reasonable chance to attend the meeting. For this purpose, the vote must be approved by all the members of the Board of Directors in attendance, except the affected Director.

5.12. If a position becomes vacant pursuant to 5.11, the Board of Directors shall immediately inform the membership and request nominations to fill the vacancy for the remainder of the current term. This notification and request shall take place by email, and it shall provide a period of two weeks for the submission of nominations. If more than one nomination is received, the Board of Directors shall provide for an election, consistent with Section 12 below, among the nominees. If only one person is nominated, that nominee will automatically fill the vacancy.

5.13. Members of the Board of Directors and Officers of the Club shall not receive any stated remuneration for their services, but, by resolution of the Board of Directors, expenses of their attendance may be allowed for their attendance at meetings.

6. POWERS OF THE BOARD OF DIRECTORS

6.1. The Board of Directors of the Club may administer affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract into which the Club may lawfully enter and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Club is by its charter or otherwise authorized to exercise and do.

6.2. The Board of Directors shall have power to authorize expenditures on behalf of the Club from time to time for the purpose of furthering the objectives of the Club.

6.3. The Board of Directors shall see that all necessary books and records of the Club, required by the by-laws of the Club or any applicable statute or law, are regularly and properly kept.

7. OFFICERS OF THE CLUB

7.1. The Officers of the Club shall include the members of the Board of Directors.

7.2. Other members may be appointed as Officers by resolution of the Board of Directors.

7.3. Officers appointed under 7.2 shall hold office at the pleasure of the Board of Directors.

7.4. Any two offices may be held by the same person.

7.5. In the year following the one after their election as President, the President shall become the Past President of the Club.

8. INDEMNITIES TO DIRECTORS & OTHERS

8.1. Every member of the Board of Directors and every Officer of the Club or other person who has undertaken or is about to undertake any liability on behalf of the Club or any company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified and saved harmless out of the funds of the Club from and against: a) all costs, charges, and expenses sustained or incurred in or about any action, suit or proceedings that is brought, commenced or prosecuted against them, in or about the execution of the duties of their office or in respect of any such liability; and b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs, except such costs, charges, and expenses as are occasioned by their own wilful neglect or default.

9. DUTIES OF THE BOARD OF DIRECTORS

9.1. The President shall be the Chief Executive Officer of the Club and shall preside at all meetings of the Club and the Board of Directors. The President shall have the general and active management of the affairs of the Club, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

9.2. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall be imposed upon them by the Board of Directors.

9.3. The Secretary shall be the ex officio Clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record and keep all facts and minutes of all such meetings. They shall give all notices required to be given to members and to all Directors. They shall be the custodian of the Seal of the Club and of all books, papers, records, correspondence, contracts, and other documents belonging to the Club which they shall deliver up only when authorized by a resolution of the Board of Directors to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board of Directors.

9.4. The Treasurer, or their designate, shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account, and shall deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Club under the direction of the Board of Directors, taking proper vouchers, and shall render to the Board of Directors, at regular meetings or whenever required of them, an accounting of all the transactions and a statement of the financial position of the Club. They shall be responsible for keeping an inventory of all Club assets and liabilities. The Treasurer shall present a written financial report, approved by the Board of Directors, to the membership of the Club within two months after the termination of the fiscal year. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

9.5. The duties of all other Officers of the Club shall be set by the Board of Directors.

10. EXECUTION OF DOCUMENTS

10.1. The President, Vice-President, Secretary, and Treasurer of the Club shall be the sole signing Officers of the Club, and any two of them shall have the power to execute and affix the corporate Seal of the Club to all instruments requiring the same that are authorized by the Board of Directors.

10.2. The Board of Directors may, at any time, by resolution, authorize the Treasurer to act as the sole signing Officer of the Club for the purposes of signing all cheques and other banking documents. In the absence of any such resolution, or on the termination of a specific period provided in such a resolution and until further resolution of a like nature is enacted, any two of the above Officers of the Club may sign all cheques and other banking documents on behalf of the Club.

10.3. Contracts, documents or any instrument in writing requiring the signature of the Club, as authorized by the Board of Directors, shall be signed by any two Signing Officers (as described in 10.2), and all such contracts, documents and instruments in writing so signed shall be binding upon the Club without further authorization or formality. The Board of Directors shall have the power to empower, by resolution, Officers to sign specific contracts, documents, and instruments, on behalf of the Club.

10.4. The Board of Directors shall see that all necessary books and records of the Club, required by the by-laws of the Club or any applicable law or statute, are regularly and properly kept. Such books and records shall be the property of the Club, and upon termination of the term of the Officer, shall be turned over immediately by the Officer to their successor, or in the absence of such successor, to the President.

11. MEETINGS

11.1. The Board of Directors may appoint a day or days in any month or months for regular meetings of the membership at a specified hour and place. No notice of any such regular meetings need be sent, provided however, that no change in the date, place, or hour of such meetings shall have taken place.

11.2. The Annual General Meeting of the Club shall be held each year at a time and place specified by the Board of Directors. Notice of the Annual General Meeting shall be communicated to each member of the Club by electronic mail at their last known e-mail address, and by notice on the Club's website, at least 21 calendar days prior to the holding of the meeting.

11.3. At every Annual General Meeting, in addition to any other business that may be transacted, the reports of the Directors and the financial statement shall be presented.

11.4. Members wishing to transact business over and above that indicated in 11.2 must provide notice to the Secretary by email at least seven calendar days prior to the Annual General Meeting. Such notice must include the subject and nature of the business to be transacted and clear explanation of any proposals that are to be put to a vote.

11.5. A special general meeting of the Club may be called by the President, Vice-President, or the Board of Directors, or must be called by the Board of Directors on written request of the lesser of thirty members or at least 10% of the membership within seven calendar days of receipt of such written request. In the case of any such meeting, notice thereof shall be communicated to each member of the Club by electronic mail at their last known e-mail address or by notice on the Club's website at least 14 calendar days prior to the holding of the meeting, and such notice shall specify the nature of the business to be transacted.

11.6. The necessary quorum to start an Annual or a Special General Meeting shall consist of the lesser of 30 members or 25% of the members entitled to vote on the business to be transacted. Each member present at a meeting shall have the right to exercise one vote. Voting shall be by a show of hands, unless a secret ballot is demanded by two members entitled to vote on the question. If such a ballot is demanded, the same shall be taken in a manner as the Chairperson directs. All questions presented at such meetings, save as otherwise provided for in these by-laws, or by law, shall be decided by a simple majority of votes. In the case of a tie vote, the motion voted on shall be declared as lost.

11.7. Given that a reasonable effort has been made to give notice, no error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Club shall invalidate such meeting or make void any proceedings taken, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken.

11.8. All club members may designate another member in good standing as their voting proxy with proper documentation. Proxies count towards the constitution of quorum.

12. ELECTION OF BOARD OF DIRECTORS

12.1 Each year, the election of a new Board of Directors will be concluded at the Annual General Meeting. The results of the election will take effect as soon as the election results are announced, terminating the terms of the current Board of Directors.

12.2 Notice of the election and the nomination period shall be communicated to each member of the Club by electronic mail at their last known e-mail address and by notice on the club's website at least 21 calendar days prior to the election.

12.3 This annual election process will commence with an electronic/online voting period where:

- the votes may be verified as having been made by members entitled to vote;
- the identities of those who have/have not voted can be recorded; and
- no one is able to identify how each member voted.

12.4. The electronic/online voting period will have a duration of at least two calendar days and conclude the day before the Annual General Meeting.

12.5. At the Annual General Meeting, members who have not voted during the electronic/online voting period will have the opportunity to vote by secret ballot. These votes will be added to electronic/online votes to determine the election outcome.

12.6. Nominating Committee & Election Chair

12.6.1. At least one month prior to the commencement of the electronic/online voting period, the Board of Directors shall appoint a nominating committee of more than one Club member who shall, not later than three calendar days prior to the commencement of the electronic/online voting period, submit to the Board a list of candidates willing to stand for the offices that constitute the Board of Directors, save the Past President.

12.6.2. In addition, any member of the Club shall be entitled to submit nominations to the Nominating Committee or the Board not later than three calendar days prior to the election. Where nominations are submitted by a single member, they may only nominate themselves. Where a nomination is submitted jointly by more than one member, the person nominated must be a member of the nominating group so that no one is nominated without their consent. Such nominations shall be made by email or some other electronic means.

12.6.3. The Chairperson of the Nominating Committee shall act as Chairperson of the election. The members of the Nominating Committee shall act as returning officers during the election. A declaration of the successful candidates by the Chairperson of the Nominating Committee shall be sufficient evidence of the fact, without proof of the number or proportion of votes cast for any candidate. The Chairperson of the Nominating Committee shall, upon this declaration, direct that all paper ballots and electronic voting records be destroyed.

13. GENERAL

13.1. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Club shall be midnight of October 31st.

13.2. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.

13.3. The by-laws of the Club not embodied in the letters of patent may be repealed or amended by bylaw enacted by a majority of the Directors at a meeting of the Board of Directors and ratified by an affirmative majority of at least two-thirds of the members present at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such bylaws shall not be enforced or acted on until the approval of the Minister of Consumer and Corporate Affairs has been obtained. Amendments to be considered must be included with notification of the meeting called to amend the by-law.

13.4. Current copies of the bylaws and amendments will be made available on the Club website.

February 10, 2017