Constitution and Bylaws of the
"Torque Masters Car Club"

CONSTITUTION

A. The name of the Society is "Torque Masters Car Club."

B. The purpose of the Club shall be to preserve and maintain interest in all makes of automobiles, and assist others interested in restoring and using automobiles.

BYLAWS

PART 1 - INTERPRETATION

1.1 In these Bylaws, the following words have the meanings ascribed to them herein:

(a) "AGM" and "SGM" shall mean the Annual General Meeting and Special General Meetings of the Club;
(b) "the Club" mean the Torque Masters Car Club;
(c) "directors" and "the Board" means the directors of the Club for the time being;
(d) "*Societies Act*" means the *Societies Act,* [SBC 2015] Chapter 18;
(e) "registered address" means the postal or email address on file with the Club for a member;

PART 2 - MEMBERSHIP AND DUES

2.1 There shall be two classes of membership: regular members (called "members" herein) and life members.

2.2 Any person wishing to become a member may do so by applying in writing to the president. The president shall present the application to the Board for consideration, and any application receiving a majority of the votes cast by the Board will be invited to join. Once the applicant has paid their membership dues, they will be issued a membership card and will be a member in good standing for the time being.

2.3 A member is entitled to attend and vote at monthly meetings, to take part in the social, educational and volunteer activities of the Club, and may represent themselves in the community as belonging to the Club.

2.4 A member is expected to familiarise themselves with the Constitution and Bylaws of the Club, and to conduct themselves in the public eye in a manner that reflects credit on the Club, especially when taking part in Club activities or wearing Club

regalia. A member is entitled to inspect the records of the Club in the manner provided for in the *Societies Act*.

2.5 A member is not to use or incorporate the Club name and/or logo in any printed material or advertising media of any kind, without the written approval of the directors.

2.6 A member is not to promote the name Torque Masters as being involved in any proposed or prospective event unless such involvement has received written approval of the directors.

2.7 A life member is a member in good standing who is worthy of special regard and recognition by the Club. A member may be nominated for life member status by a nomination in writing signed by at least 3 members in good standing, which is presented to the membership at an Annual General Meeting or Special General Meeting. If a candidate receives 2/3 of the votes cast, they shall become life members.

2.8 A life member enjoys all the privileges of membership but is exempted from payment of membership dues.

Loss of Good Standing and Removal of Members

2.9 Any member who is delinquent in the payment of membership dues for more than two months from the due date is no longer a member in good standing and will not be permitted to vote at meetings or to take part in Club activities. A member who is delinquent in payment of membership dues will have their membership terminated at the next AGM.

2.10 Any member whose conduct tends to reflect poorly on the Club may be expelled by a special resolution passed by a majority of the votes cast at a duly-constituted AGM or SGM. The member will be given notice in writing by the Board of the commencement of expulsion proceedings. The notice will indicate the general nature of the impugned conduct, and the date of the meeting at which their expulsion will be presented.

2.11 The member who is the subject of the resolution must be given an opportunity to speak in their own defence prior to the vote being taken. A vote to expel a member will be by secret ballot.

Membership Dues

2.12 The Club shall fix membership dues for the forthcoming year at the AGM. Dues will be paid within 30 days of the AGM.

PART 3 - MEETINGS

3.1 Notice of meetings will be given by email or other means as approved by the directors, 14 days before a meeting, and will be deemed to have been received by the member at the contact location (email) given by the member to the Club.

3.2 The Club shall have three categories of meetings: the Annual General Meeting, Special General Meetings, and monthly meetings of the members.

Annual General Meeting

3.3 The Annual General Meeting of the Club shall be held in conformity with the applicable provisions of the *Societies Act* and shall be held within 45 days of the Club's fiscal year end.

Quorum for the Annual General Meeting

3.4 The quorum for the AGM shall be four members. If no quorum is present thirty minutes following the time set for the meeting, the meeting will stand adjourned until the Board can fix a new date and time. All directors will continue as directors *pro tem* until the AGM is re-scheduled and concludes.

Chair of the Annual General Meeting

3.5 The President shall serve as chairperson of the AGM, or in the absence of the President, the Vice-President. If neither are present, the next most senior director shall serve as chairperson.

Order of Business at the Annual General Meeting

3.6 The order of business shall be as follows:

(a) calling to order and confirming quorum;
(b) confirming proper delivery of notice of the meeting;
(c) approval of the minutes of the past year's AGM (or SGM , as the case may be) and the agenda for the present meeting;
(d) president's report, being a general summary of the activities and affairs of the Club;
(e) financial report of the treasurer;
(f) the auditor's report, if any;
(g) reports of Club committees, if any;
(h) presentation and approval of the budget for the upcoming year, including membership dues;
(i) consideration of any special business of the Club; and
(j) election of the Board of Directors and the auditor (or audit committee, as the case may be) for the year to come.

Resolutions

3.7 Resolutions need not be seconded.

Voting at the Annual General Meeting

3.8 Voting at the AGM shall be by show of hands, recorded in an informal manner, unless a member requests a count. In that event, members will keep their hands raised while the president conducts a careful count, and the number of votes for and against the motion will be recorded along with abstentions. Each member in good standing will be entitled to one vote, and no member will be entitled to a tie-breaking vote. Voting by proxy is not permitted.

Voting in general

3.9 Voting for Lifetime members shall be by a 2/3 majority of members present. Voting for Constitution or Bylaw changes shall be by a ¾ majority of members present. Voting otherwise will be by a simple majority of members present.

Secret Ballot

3.10 In appropriate circumstances, including a vote to expel a member, the chairperson may declare a vote to require a secret ballot. The chairperson will appoint one or two members to serve as scrutineer(s), and will distribute paper ballots and pencils or pens, and will collect and count the ballots. The scrutineer(s) may not cast a ballot, nor speak for or against the motion. The scrutineer(s) will report the result of the vote to the membership without disclosing the numbers of votes cast for or against, and following the announcement of the results, will request a motion to destroy the ballots. Unless a member requests a re-count, that motion will be approved and the ballots will be destroyed.

Special General Meetings

3.11 A special general meeting is a general meeting of the membership convened at a time other than that set for the AGM. The directors may fix the date and time for an SGM if the membership's review and approval of business is required before the next AGM. Notice will be issued in like fashion to the AGM and the meeting shall proceed in like fashion to the AGM.

Monthly Meetings

3.12 The Club may fix a monthly meeting of the membership, and these meetings will proceed in an informal manner, with votes cast as may be required given the nature of the business at hand.

PART 4 - DIRECTORS

4.1 The directors of the Club will manage the affairs of the Club and will fulfill their duties to the best of their ability, consistent with prudent community members volunteering their time in community service.

4.2 The Directors may exercise all the powers and do all the acts and things that the Club may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in a general meeting, but subject, nevertheless, to all laws affecting the Club, these Bylaws, and Rules, not being inconsistent with these Bylaws, which are made from time to time by the Club in a general meeting.

4.3 The term of a director will begin at the conclusion of the AGM, and last until the election of the new directors at the next AGM.

Board of Directors and Officers

4.4 The Club shall have at least five directors and at most nine directors elected by the membership at the AGM. The directors shall fill the following official positions: president, vice-president, secretary, treasurer, and membership. The directors shall take on these official positions by consensus discussion in the first Board meeting following the AGM. One director may serve in multiple official roles if required.

Vacancies on the Board

4.5 If a vacancy occurs on the Board, the remaining directors may appoint a member to serve as a director (and officer, as the case may be) *pro tem*, and the replacement director shall serve until the next AGM.

Election of Directors

4.6 The directors shall be elected from the members in good standing at the time of the AGM. Any member may nominate another member to serve as a director, but that nomination cannot go forward unless accepted by the nominee. A member may nominate themselves, and with the approval in advance of the Board, may nominate themselves ahead of time by submitting an application in writing in advance of the AGM.

4.7 If there are from four to nine nominations, the Board will be acclaimed.

4.8 If there are more than nine nominees, an election will occur by secret ballot. The scrutineer will list the names of the candidates at the head of the room with a number next to each, and each member may vote for up to nine candidates by marking the name or number of their preferred candidate(s) on their ballot. The scrutineer will count the votes cast for each candidate and will announce the

names of the successful candidates without disclosing the numbers of votes cast for any candidate. The scrutineer will then request a motion to destroy the ballots, which will be approved absent a request for a re-count.

Official Duties

4.9 The duties of the president shall include the following:

(a) to serve as chairperson of the meetings of the membership;
(b) to serve as the public face and voice of the Club and to represent the Club in the public eye and in official correspondence;
(c) to preserve and promote the memory and traditions of the Club, and to promote the goals, activities and reputation of the Club in the community;
(d) to have a working, layperson's understanding of the *Societies Act* as it might affect the Club;
(e) to mentor and train the vice-president for future service as president; and
(f) to serve as a neutral arbiter of minor disputes between members.

4.10 The duties of the vice-president shall include the following:

(a) to serve as chairperson of the meetings of the membership in the absence of the president;
(b) to study the constitution and bylaws of the Club, and to prepare for future service as president;
(c) to assist other directors and officers in the discharge of their duties as needed; and
(d) generally, to serve as a liaison between the Club, its directors and committees.

4.11 The duties of the secretary shall include the following:

(a) to preserve the records of the Club, including the constitution, bylaws and minutes of meetings, passwords, log-in information, etc.;
(b) to keep the corporate filings of the Club up to date;
(c) to send out routine correspondence on behalf of the Club, including notices of upcoming events and meetings, and to ensure that notices of AGMs and SGMs are sent out properly and in good time; and
(d) to keep and circulate minutes of the meetings of the Club.

4.12 The duties of the treasurer shall include the following:

(a) to maintain and preserve the financial records of the Club, including books of original entry, bank statements, chequebook, tax returns, etc.
(b) to advise the Board on financial matters;
(c) to collect membership dues, activity fees and other incomes of the Club;
(d) to pay the accounts of the Club with Club funds, and to advise the Board of financial irregularities or budget overruns; and
(e) to take the lead in preparing the proposed budget of the Club, and to prepare the year-end documents in good time for the auditor's inspection.

4.13 The duties of the membership chair shall include the following:

(a) to maintain and preserve the list of members of the Club;
(b) to follow up with any members owing funds to the Club;
(c) to issue membership cards to qualified members as required.

Meetings of the Directors

4.14 The Board will meet as often as necessary to discharge the duties of the directors and manage the affairs of the Club. Meetings may be scheduled and conducted as and when the directors see fit to conduct business and may be adjourned or continued in an informal manner, consistent with the seriousness of the matters at hand.

Delegation of Authority

4.15 The Board may delegate decision-making power to committees of the directors, whether standing committees or *ad hoc* committees convened for a specific purpose, so long as the committee does not exceed its delegated authority and does not spend or commit the Club to spend more than the funds allocated to the committee for their appointed purpose. Members who are not directors may serve on committees from time to time, but each committee must have at least one director as a member.

PART 5 - FINANCIAL MATTERS

Borrowing

5.1 The directors may cause the Club to borrow up to $20,000 without the approval of the membership, but any borrowing that exceeds $20,000 in any one occurrence or in the aggregate in any one year must be approved by a special resolution.

Auditor

5.2 At the AGM, the membership may elect an auditor to audit the financial records of the Club, or an audit committee consisting of two members. Any member in good standing may serve as an auditor or in an audit committee, and no special training is required. An auditor must familiarize themselves with the best practices for auditing the records of a society and must discharge their duties seriously and conscientiously. No member who is a current director or past year's director or who is the spouse of a current or past year's director, may serve as an auditor.

5.3 The auditor is charged with auditing the financial records of the Club, and must identify and report to the membership on any irregularities disclosed in the financial records of the Club.

Disclosure of Personal or Pecuniary Interest

5.4 A director must disclose any personal connection with or any pecuniary interest in any matters under consideration by the Board prior to discussion of the matter and must abstain from voting on any such matters.

Fiscal Year

5.5 The fiscal year of the Club shall end on September 30.

Distribution of Assets on Dissolution

5.6 If the Club is dissolved, the net assets of the Club (after satisfaction of all just debts) must be distributed to another organization with similar goals and purposes to the Club, or to charities, at the sole discretion of the directors.

Updated and approved by at least ¾ of the membership at a Special General Meeting held January 14, 2025.