

**Constitution and Bylaws
of the
"Torque Masters Car Club"**
(Herein called the Club)

Constitution.

- 1 The Name of the organization shall be, TORQUE MASTERS CAR CLUB.
- 2 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.
- 3 Logo Description: The upper half of the logo has two crossed checkered black and white flags on white background bordered by white embroidery. The lower half consists of white background and has the word "TORQUE" in black above and "MASTERS" in black below with a three spoke steering wheel (in black) in the middle of a black outline of a elliptical shape and separating the words "TORQUE" and "MASTERS". The lower half is bordered by black embroidery and is flat on the side edges.

Although the name of the Club is "Torque Masters Car Club" the words "Car Club" have not been included in the logo for artistic reasons.

Bylaws

Part 1 – Interpretation:

1. (a) In these Bylaws:
 - "**directors**" means the Directors of the Club for the time being;
 - "**Society Act**" means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - "**Registered address**" of a member means the member's postal and email address as recorded in the register of members.
- (b) The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - Membership and Status:

- 3.** The members of the Club are those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.
- 4.** (a) A person may apply to the Directors for membership in the Club and on acceptance by the Directors is a member. Membership cards shall be given to each member annually on receipt of their dues.
(b) The Directors may approve a Family Membership category and/or other membership categories as they see fit.
(c) Life Member: A person will be entitled to a lifetime free membership as the membership sees fit by a two-thirds (2/3) majority vote at a monthly meeting. A Life Member is entitled to the same privileges as an Active Member.
- 5.** The annual membership dues shall be determined at the Annual General Meeting of the Club and are payable within thirty (30) days from the beginning of the each fiscal year. (Nov 1st).
- 6.** A member is entitled to a Lifetime Free Membership as the Club members see fit by a two-thirds (2/3) majority vote at a general meeting.
- 7.** Membership shall be non-transferable.
- 8.** Every member must uphold the Club's Constitution and comply with the Club's Bylaws.
- 9.** All members are in good standing with full voting privileges except a member who has failed to pay his or her current annual membership fee, when due, or any other subscription or debt due and owing by the member to the Club, and the member is not in good standing so long as the debt remains unpaid
- 10.** A person ceases to be a member of the Club:
 - (a) by delivering his or her resignation in writing to the Secretary of the Club or by mailing or emailing or delivering it to the address of the Club,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) On having been a member "not in good standing" for four (4) consecutive months.

11. Member expulsion:

- (a) A member may be expelled by a special resolution of the members passed at a general meeting by a majority vote of the general membership present at that meeting.
- (b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (2) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 Meetings:

12. General meetings of the Club must be held at the time and place that the Directors decide.

13. The Directors may, when they think fit, convene an extraordinary general meeting.

14. Notice of meetings:

- (a) Notice of a general meeting must specify the place, day and time of the meeting and, in case of special business, the general nature of that business.
- (B) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (c) Email is an acceptable means of Club communication and delivery of notice of meetings and agendas.

15. The Annual General Meeting of the Club must be held at least once in every calendar year.

Part 4 - Proceedings at General Meetings:

16. Special business is all business conducted at an Annual General Meeting, except the following:

- (a) the adoption of rules of order: for example, Robert's Rules of Order,
- (b) the consideration of the financial statements;
- (c) the report of the Directors;
- (d) the report of the auditor, if any;

- (e) the election of Directors;
- (f) the appointment of the auditor, if required;
- (g) Other business that, under these Bylaws, ought to be conducted at an Annual General Meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

17. Meeting quorum:

- (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is four (4) members present or a greater number that the members may determine at a general meeting.

18. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

19. Subject to Bylaw 20, the President of the Club, a Vice President or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.

20. If at a general meeting there is no President, Vice President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as the chair; the "members in good standing" present must choose one of their number to be the chair.

21. General meeting adjournment:

- (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

22. Resolutions:

- (a) A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
- (b) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled, as a member, and the proposed resolution does not pass.

23. Voting:

- (a) Any member in good standing present at a meeting of members is entitled to one vote.
- (b) A Family Membership is entitled to only one vote.
- (c) Voting is by show of hands.
- (d) Voting by proxy is not permitted

Part 5 - Directors and Officers:

24. Laws, Rules, Acts:

- (a) 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
 - (i) all laws affecting the Club,
 - (ii) these Bylaws, and
 - (iii) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Club in a general meeting.
- (b) A rule, made by the Club in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

- 25.** Directors of the Club:
- (a) The President, (four) Vice Presidents, The Secretary and The Treasurer are the Directors of the Club.
 - (b) The number of Directors must be Four (4) or a greater number determined from time to time at a general meeting to fill specific functions.
- 26.** Director election and retirement.
- (a) All Directors and Officers either elected or by temporary appointment shall be "members in good standing".
 - (b) The Directors must retire from office after a maximum of two (2) years in office and at a general meeting when their successors are elected; unless elected by a majority vote at the AGM and are willing to continue in their role for another term.
 - (c) Separate elections must be held for each office to be filled.
 - (d) An election may be by acclamation; otherwise it must be by ballot or show of hands.
 - (e) If a successor is not elected, a vacancy is declared.
- 27.** Temporary appointment:
- (a) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
 - (b) A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Club, but is eligible for re-election at the meeting.
- 28.** Directors in office:
- (a) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director.
 - (b) An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office.
- 29.** The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30.** A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director on behalf of the Club and while engaged in the affairs of the Club.

Part 6 - Proceedings of Directors:

31. Board meetings:

- (a) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors then in office.
- (c) The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- (d) A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Directors.

32. Delegation of powers

- (a) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors.
- (b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

- 36.** A Director who may be absent temporarily from Sidney British Columbia may send or deliver to the address of the Club a waiver of notice, which may be by letter or email of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of Directors is not required to be sent to that Director, and
 - (b) Any and all meetings of the Directors of the Club, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 37.** Voting:
- (a) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
 - (b) In the case of a tie vote, the chair does not have a second or casting vote.
- 38.** A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39.** A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 Duties of Directors/Officers:

- 40.** The President presides at all general meetings of the Club and of the Board meetings.
- (a) The President is the chief executive officer of the Club and must supervise the other officers in the execution of their duties and
 - (b) Prepare and administer the correspondence of the Club and issue notices of meetings of the Club.
- 41.** One Vice President as appointed by the President or by quorum in accordance with Part 6 Par (31) (b) must carry out the duties of the President during the President's absence.
- 42.** The Secretary must:
- (a) keep minutes of all meetings of the Club and Directors;
 - (b) have custody and maintain all records and documents of the Club except those required to be kept by the Treasurer.
 - (c)

43. The Treasurer must:

- (a) Maintain the financial records of the Club in a manner both established and directed by the board of directors in force.
- (b) Provide financial information to the Directors when requested, and to members when directed to do so.
- (c) Prepare and provide financial statements in accordance with Part 7 par (a), to the board and/or directors when requested.
- (d) Direct a Membership Committee when applicable and maintain a registry of the Club's members.
- (e) Maintain a membership list identifying each member in good standing.

- 44.** (a) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.
- (b) If a Secretary-Treasurer holds office, the total number of Directors must not be less than four (4), or the greater number that may have been determined under Bylaw 25 (b).

45. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

46. A Vice President so directed by the President shall organize and supervise special Club events.

47. The Board shall appoint a member to be responsible for the Club's website and its security. She/he shall be known as the "Webmaster".

Part 8 Seal:

48. The Directors may provide a common seal for the Club and may destroy a seal and substitute a new seal in its place.

49. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 9 Borrowing:

- 50.** In order to carry out the purposes of the Club the Directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 51.** A debenture must not be issued without the authorization of a special resolution.
- 52.** The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Part 10 Auditor:

- 53.** This Part applies only if the Club is required to, or has resolved to have an auditor.
- 54.** The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- 55.** At each Annual General Meeting the Club may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
- 56.** An auditor may be removed by ordinary resolution.
- 57.** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 58.** Intentionally left Blank
- 59.** A Director, contractor, sponsor or employee of the Club must not be its auditor.
- 60.** The auditor may attend general meetings.

Part 11 Notices to Members:

61. A notice may be delivered to a member by hand, post and/or email to the member's registered address.

62. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and deposited in a Canada Post receptacle. A notice given by E mail is deemed delivered to and on a date proven by electronic evidence of said notice being sent.

63. Notice of a general meeting must be given to every member in good standing shown on the register of members on the day notice is given, and the auditor, if Part 10 applies. No other person is entitled to receive a notice of a general meeting.

Part 12 Constitution/Bylaws distribution:

64. On being admitted to membership, each member is entitled to, and the Club must give the member without charge, a copy of the Constitution and Bylaws of the Club.

65. The Constitution and these Bylaws must not be altered or added to except by special resolution. The special resolution must be approved by at least 75% of the voting members at the extraordinary meeting.

Part 13 Dissolution Clause:

66. In the event of the Club being dissolved, the amount (monetary and property) that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organization with similar purposes which is not carried on for the profit or gain of its individual members.

Part 14 Fiscal year:

67. The fiscal year of the Club shall commence October 1st and end September 30th the following year.

Part 15 Amendments:

68. All amendments to this document will be identified by the amendment date and page number at the bottom of each page. Specific changes shall be identified by a black vertical line to the right margin of the changes line or paragraph.

- 69.** All amendments are or repeals of either the bylaws or the constitution must be passed by no less than seventy-five (75) percent of the "members in good standing" at a general membership meeting and notification of said amendment or repeal must be sent to all active members at least fourteen (14) days before the general meeting at which the special resolution will be voted on.
- 70.** All voted in amendments shall be entered into an updated copy of this document and authorized via a newly signed and witnessed signature page prior to distribution in accordance with Part 12 (64).
- 71.** Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same or substantially the same amendment of repeal.
- 72.** END:

Approved by Special Resolution on _____

Sworn before me this ____ day of _____.
At the Town of Sidney, British Columbia Canada.

Signature of Torque Masters Car Club Board.
