

Form 1
SOCIETY ACT
"VANCOUVER ISLAND ROADSTER CAR CLUB"
CONSTITUTION

1. The name of the Society is **'VANCOUVER ISLAND ROADSTER CAR CLUB'**
2. The purposes of the Society are:--
 - a) To enhance the appreciation and enjoyment of Mazda MX-5 Miatas, and to offer events and activities, as are permitted by law, for the said purpose;
 - b) To make and enter into contracts to facilitate the carrying out of the purposes of the Society;
 - c) To manage the funds and properties of the Society, so that such funds and properties are used and dealt with for the Society's legitimate purposes;
 - d) To carry out and do all other acts necessary or expedient for the administration of the affairs and objects of the Society.
3. The Society shall be carried on without purpose of gain for its members, and no part of any income of the Society shall be payable or otherwise available for the personal benefits of the members, and any profits or other accretions to the Society shall be used for promoting its purposes. In accordance with the Society Act, this provision is unalterable.
4. Upon dissolution of the Society, all assets, after payment of all debts and liabilities, are to be used for or transferred to a charity approved by the Department of National Revenue for Canada. This provision is unalterable.
5. The Directors shall serve without remuneration, and the Directors shall not receive directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. In accordance with the Society Act, this provision is unalterable.

Schedule B
Society Act
By-Laws of
"VANCOUVER ISLAND ROADSTER CAR CLUB"

Part 1 - Interpretation:

1. In these By-Laws unless the context otherwise requires:
 - a) "Directors" means the Directors, Officers, or Executive of the Society for the time being;
 - b) "Registered address" of a Member means the Member's address as recorded in the Register of Members;
 - c) "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - d) Words importing the singular include the plural and vice versa; and words importing a male person include a female person.
 - e) The definitions in the *Society Act* apply to these By-laws.

Part 2 - Membership:

2. All persons who are members hereafter shall be members in good standing of the Vancouver Island Roadster Car Club and shall be entitled to be members of the Society, provided that they submit an application in such form as the Directors may determine from time to time, and provided that they pay the annual membership dues of the Society set forth hereafter. One membership is exclusive to one Mazda Miata / MX-5, registered owner of said Mazda Miata / MX-5, and one other named person living in the same household.
3. Associate Memberships, as defined as guests to the Members in the Society, may be granted to any person by the Directors as they see fit. Associate Members shall have no vote, shall not be eligible to hold office, but shall be entitled to attend all the General Meetings and activities of the Society.
4. Honorary memberships in the Society may be granted to any person by the Directors as they see fit. Honorary members shall have no vote, shall not be eligible to hold office, but shall be entitled to attend all the General Meetings and activities of the Society.
5. Membership fees shall be fixed from time to time by a resolution of the membership at a General Meeting.

6. All members are in good standing except a member who has failed to pay any debt due and owing to the Society, and the member is not in a good standing so long as the debt remains unpaid.
7. A membership shall be entitled to one vote, at all meetings.
8. Every Member will uphold the Constitution and comply with these By-Laws.
9. A member may be expelled or suspended by the Society
 - a) by a resolution of the Directors passed by a three-quarters (3/4) majority at a Directors Meeting;
 - b) The notice of Resolution for expulsion or suspension will be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
 - c) The Member who is the subject of the proposed Resolution for expulsion or suspension will be given an opportunity to be heard at the Directors Meeting before the Resolution is put to a vote.
10. A person ceases to be a member of the Society
 - a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - b) on his or her death;
 - c) the Member who has been suspended or expelled for just cause by a resolution of the Directors passed at a Director's meeting; or
 - d) on having been a member not in good standing for three (3) consecutive months.

Part 3 - Meetings:

11. The first General Meeting of the Society shall be held within twelve (12) months after the date of incorporation, for the purpose of electing Directors for the ensuing year, and such other business as may be decided upon by the members, and thereafter the annual General Meeting shall be held once in each calendar year, and not more than fifteen (15) months after the adjournment of the previous annual General Meeting.
12. A special meeting of the Society may be called by the Directors for the transaction of such business as may properly be brought before a special meeting of the Society, provided that no less than fourteen (14) days' notice of the time and place of such meeting shall be given to all members.

13. Whenever under the provisions of these by-laws, and notices are to be given, such notices may be given personally, or by electronic mail sent to the Director, Officer, or member at the electronic mail address as the same appears on the books of the Society. A Notice or other document sent by electronic mail shall be deemed to be given at the time the notice was sent. 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.
14. Fifteen (15%) per cent of the duly enrolled members of the Society, including Directors and Officers, shall constitute a quorum at all general or special meetings of the Society.
15. Votes of members must be given personally and voting by proxy shall not be permitted. At any meeting of the Society, each membership represented in person is eligible to vote. Honorary and Associate Memberships shall not be entitled to a vote.
16. No member shall be entitled to vote at any meeting unless all debts currently payable by the member in respect of the Society have been paid in full.
17. At all Annual General Meetings of the Society, the following items of business will be attended to:
 - a) the meeting will be called to order;
 - b) approval of the agenda;
 - c) minutes of the previous Annual General Meeting will be read;
 - d) business arising out of the minutes will be discussed;
 - e) President's Report;
 - f) Secretary's Report;
 - g) Treasurer's Report;
 - h) Chair's Reports, if any;
 - i) Other Reports; if any;
 - j) Elections for the following positions on the Board of Directors, in either even numbered or odd numbers years as set out below, each for a two year term.

Odd Numbered Years	Even Numbered Years
President	Area Representative, North Island
Area Representative, Mid Island	Area Representative, South Island
Secretary	Treasurer
Web Master - Internet Co-ordinator	Membership Co-ordinator

Elections for any vacancies on the Board of Directors will be held to fill the remainder of the term;

- k) general business and operations of the Society; and
- l) new business.

Part 4 - Directors and Officers:

18. The affairs of the Society shall be managed by a Board of Directors, each of whom at the time of his election or appointment and throughout the term of his office must be a member in good standing of the Society. The Directors elected by the general membership at a General Meeting shall be elected to hold office for a term of two (2) years. Retiring Directors shall be eligible for re-election to the Board of Directors.
19. The Directors shall consist of a President, an Area Representative - North Island, an Area Representative - Mid Island, an Area Representative - South Island, a Secretary, a Treasurer, a Web Master-Internet Co-ordinator, and a Membership Co-ordinator, each of whom shall be elected at the annual General Meeting of the Society, and a Past-President who shall usually be the immediate Past-President, for a total of nine (9) Directors.
20. Election of each of the said nine (9) Directors will be conducted as described in the Schedule of Elections in these By-Laws in 17(j). In the event the immediate Past-President is unavailable or unwilling to serve in that capacity, there shall also be an election for that position.
21.
 - a) The Directors will retire from office at the end of their terms; their successors will be elected at the Annual General Meeting;
 - b) Separate elections must be held for each office to be filled in accordance with the Schedule of Elections set out in By-Laws in 17(j); and
 - c) An election may be by acclamation, otherwise it must be by ballot.
22. The members of the Society may, by resolution passed by at least three-fourths (75%) of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been duly given, remove any Director before the expiration of his term of office, and may, by a simple majority of the votes cast at that meeting, and may elect any person in his stead for the remainder of his term.

23. The first Directors of the Society shall be appointed by the signatories to the Constitution and By-Laws of the Society and shall hold office until the first annual meeting of the Society; and the Directors may fill any casual vacancy occurring during the interval between annual General Meetings.
24. The Executive Officers of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided generally may exercise all such other powers and all such other acts and things as the Society is by its Constitution or otherwise authorized to exercise and do. The Executive Officers or any committee of the Society may not spend or contract to spend in total an amount greater than \$400.00 (four hundred dollars) for a designated purpose without the approval of the general membership by a vote held at a General Meeting.
25. Executive meetings may be held at such time and at such place as the officers from time to time determine and a meeting of the Executive may be convened by the President or any four (4) officers at any time provided that notice of such meeting shall be communicated to each officer no less than two (2) clear days before the meeting is to take place. Six (6) Executive Officers shall constitute a quorum for the transaction of business.
26. A resolution in writing signed by all the Executive Officers personally shall be valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted.
27. A meeting of the Board of Directors shall be convened at any time by the President or if any four (4) members of the Executive consider it advisable. Notice of such meeting shall be communicated to each Director not less than two (2) clear days before the meeting is to take place. Six (6) Directors shall constitute a quorum for a decision by the Board of Directors.

Part 5 - Duties of Officers

28.
 - a) The President shall, when present, preside at all meetings of the members of the Society, of the Executive or Board of Directors;
 - b) The President shall also be charged with the general management and supervision of the affairs and operations of the Society;
 - c) The President and the Secretary, or other officer appointed by the Board for the purpose, shall sign all resolutions; and
 - d) The President shall represent the Society or appoint an alternate when unable to do so.

29. The Past-President, or his appointee, shall perform all duties of the President in the event of the latter's absence or disability.
30. a) The Secretary shall keep proper Minutes and records of all meetings of the Society and shall forward all notice of meetings to the Directors and members concerned;
- b) The Secretary shall conduct such correspondence on behalf of the Society as is authorized and directed by the Executive or the Board of Directors;
- c) The Secretary shall maintain the records of the Members of the Society and shall forward to the President a list of any delinquent members no later than the 1st of April each year and will give notice to those delinquent Members; and
- d) The Secretary is responsible to maintain the records of the Society, as are necessary to comply with the Society Act, including such filings as are required to comply with the Act.
31. a) The Treasurer shall have custody of all the funds of the Society and shall keep an accurate account of all receipts and disbursements of funds of the Society, and shall maintain proper and adequate books of account in respect of the said funds;
- b) The Treasurer shall render to the Executive or the Board of Directors at meetings, and whenever else required of that officer; and to the members at the Annual General Meeting, an account of all transactions of the financial position of the Society, and shall have available for exhibit to the Executive and to the members any such meetings, all books, records, statements and accounts of the Society;
- c) The fiscal year shall be January 1st through to December 31st; and
- d) The Treasurer shall be responsible for coordinating all financial matters of the Society; including books of account, as are necessary to comply with the Society Act, including such filings as are required to comply with the Act.
32. The Directors shall serve without remuneration, and the Directors shall not receive directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. In accordance with the Society Act, this provision is unalterable, and reference should be had to Paragraph 5 of the Constitution.

Part 5 - Audit of Accounts:

33. The Board of Directors may from time to time appoint an auditor or a replacement of the auditor, to hold office for such period as the Directors may determine. This article applies only where the Society requires or has resolved to have an auditor.

Part 6 - Banking:

34. The Executive shall determine the bankers of the Society and shall maintain a bank or credit union account and all cheques and other withdrawals from the Society's account shall be signed by any two of the President, Treasurer, and one (1) of the three (3) Area Representatives, or such other person as the Executive may, by resolution, appoint.

Part 7 - Investment and Borrowing Powers:

35. The funds of the Society not required for immediate use may be kept on deposit in a bank or credit union and may be invested in such manner as the Directors may from time to time determine.
36. Borrowing and issuance of securities: The By-Laws of the Society restricts or prohibits the Society's ability to borrow money or to issue bonds, debentures, notes or other evidences of debt obligations. This provision is unalterable.

Part 8 - By-Laws:

37. On being admitted to membership, a Member is entitled to request, and the Society will give the member, on payment of not more than \$1.00, a copy of the Constitution and By-Laws of the Society.
38. The Constitution and By-Laws will also be available in Adobe format (a .pdf file) for distribution to the Members either by electronic mail or otherwise.
39. These By-Laws may not be altered or added to except by Special Resolution.

Part 9 - Alteration and Amendments of By-Laws:

40. The By-Laws of the Society may be altered or amended by the members in a General Meeting by a special resolution duly passed by three-quarters (75%) of the said members as are present in person, provided there is a quorum of fifteen per cent (15%) of the duly enrolled members of the Society, including Directors and Officers.
41. Members of the Society presenting an amendment or change to the Constitution and By-Laws of the Society to an upcoming Annual General Meeting, shall provide a copy to the President and Secretary of the Society for distribution to the Members by electronic mail or otherwise with no less than six (6) weeks notice prior to the Annual General Meeting.

Part 10 - Books and Records:

42. The Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept and the same shall be open to the inspection of the members at any General Meeting.
-