
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. 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.
5. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members by the Department of National Revenue for Canada. This provision is unalterable.

Schedule B
Society Act
Bylaws of
"VANCOUVER ISLAND ROADSTER CAR CLUB"

Part 1 - Interpretation:

Section 1 In these Bylaws 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 Bylaws.

Part 2 - Membership:

Section 1 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 they submit a signed and completed application, including the General Membership Waiver, indicating ownership of a Mazda Miata / MX-5, agree to the terms and conditions contained in the General Membership Waiver and pay the annual membership dues of the Society set forth hereafter.

Membership entitles all those living in the same household and listed as co-pilots on the membership application form to participate in Society events, socials and runs, and serve on the Executive if elected.

Section 2 Persons who were Society members for a minimum of the five (5) consecutive years prior to no longer owning a Mazda Miata / MX-5 may opt to become Associate Members provided they pay the current annual membership dues. This must be done immediately following the year that they no longer own a Mazda Miata / MX-5. If they let their membership lapse, they cannot rejoin the Society.

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.

Section 3 Membership fees shall be fixed from time to time by a resolution of the membership at a General Meeting.

Section 4 All members are in good standing except a member who has failed to pay any debt due and owing to the Society. The member is not in a good standing so long as the debt remains unpaid.

Section 5 A membership shall be entitled to one vote, at all meetings.

Section 6 Every Member will uphold the Constitution and comply with these Bylaws.

Section 7 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.

Section 8 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:

Section 1 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. Thereafter the Annual General Meeting shall be held once in each calendar year, and must be held prior to the end of March, submitting the Annual Reports through the BC Registry to be in compliance with Section 73 of the Societies Act.

Section 2 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.

Section 3 Whenever under the provisions of these Bylaws, 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.

Section 4 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.

Section 5 Each member in good standing may vote at General or Special Meetings of the Society using one of the following methods:

- i) in person;
- ii) by signed Proxy; or
- iii) by any electronic method as provided by the Society.

Directors cannot vote by Proxy at Executive Meetings.

A member may issue a Proxy authorizing another member (the proxy holder) to vote on their behalf. The Proxy must contain:

- i) the date of the Society meeting to which it applies;
- ii) the issuer’s name, address and signature, and the date it was signed;
- iii) the proxy holder’s name;
- iv) the authority delegated to the proxy holder, specifying either (a) authorized to vote on any items subject to a vote during the meeting, or (b) voting authority is limited to specified items in the meeting agenda.

The signed Proxy is presented to the Chair of the meeting, who will verify that the Proxy applies to the meeting and was issued by a member in good standing who is absent from the meeting, and also noting the specific voting authority provided in the Proxy.

Section 6 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.

Section 7 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) Other Reports; if any;
- i) General business and operations of the Society;
- j) New Business; and
- k) As the last order of Business, elections for the following positions on the Board of Directors, in either even numbered or odd numbers years as set out in the table 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	Membership
Immediate Past-President (until the presiding President steps down)	

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

Part 4 - Directors and Officers:

- Section 1 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.
- Section 2 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 be the immediate Past-President, for a total of nine (9) Directors.
- Section 3 Election of each of the said nine (9) Directors will be conducted as described in the Schedule of Elections in these Bylaws in Section 7(k). 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.
- Section 4
- 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 Bylaws in 7(k); and
 - c) An election may be by acclamation, otherwise it must be by ballot.
- Section 5 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.
- Section 6 The first Directors of the Society shall be appointed by the signatories to the Constitution and Bylaws 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.
- Section 7 The Executive Officers, after holding meetings and agreeing by majority of five (5) of nine (9) Executive Officers, 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 more than the amounts outlined in the annual budget approved at the AGM. Any unbudgeted expenditures, contract, or other commitments that exceeds \$400.00 (four hundred dollars) require the approval of the general membership.
- Section 8 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.

Section 9 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.

Section 10 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.

Section 11 Each Executive Officer will have one vote at all Executive Meetings. At times there may be two Executive Officers associated with a single Mazda Miata / MX-5 each of whom will have a vote in Executive Meetings.

However, there is only one vote per vehicle at the AGM or other General Meeting of the Society, as provided previously in Part 3, Section 5.

Part 5 - Duties of Officers:

Section 1 President

- a) The President shall, when present, preside at all meeting of the members of the Society, of the Executive or Board of Directors;
- b) The President and Secretary shall prepare an agenda for the AGM and the Secretary will distribute a notice with the agenda to all members of the club.
- c) The President shall also be charged with the general management and supervision of the affairs and operations of the Society;
- d) The President and the Secretary, or other officers appointed by the Board for the purpose, shall sign all resolutions;
- e) The President shall represent the Society or appoint an alternate when unable to so and forward a summation of the meeting or otherwise to the Secretary for distribution if deemed appropriate;
- f) The President shall response to all other enquiries from the website not pertaining to Membership.
- g) Encourages members to organize events and runs, including invitations to runs from other Miata Clubs, and assist when requested.

Section 2 Secretary

- a) The Secretary shall organize, prepare and keep proper Minutes and records of all meetings of the Society, including the AGM and Executive Meetings when called, and shall forward all notices of meetings to the Directors and members concerned to comply with the Bylaws of the Society;
- b) The Secretary shall conduct such correspondence on behalf of the Society as is authorized and directed by the President or the Board of Directors;
- c) The Secretary shall maintain the records of the Members of the Society, including the General Membership Waivers, 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;
- 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.
- e) Assist with runs and event planning as required, preparing the Poster and

forward all notices to the Members and website additions, as requested by the event planners, including any regular or monthly notices, such as the A&W Socials, AGM, Executive Meetings, and such;

- f) Responsible for changes to any of the Club's forms, such as, but not limited to, the Membership Applications, Renewal Applications, General Membership Waivers' etc.

Section 3

Treasurer

- 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;
- 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;
- e) Forward all new membership information to the Secretary, WebMaster, and Membership Coordinator as these come in and forward all documentation to the Secretary for filing.
- f) The Treasurer will prepare an annual budget for the Executive to review and approve, to be presented at the AGM for membership approval.

Section 4

Membership Co-ordinator

- a) Maintain and update the Club's membership roster after receiving the members' car and contact details from the Treasurer. Distribute updated Membership Roster to all members in good standing;
- b) Prepare the annual Membership Report for the AGM;
- c) Assist with new member applications and ensure all documentation and fees are forwarded to the Treasurer;
- d) Provide New Member(s) with a club lanyard and name badge;
- e) Send welcome letter, club information and forum password to new members;
- f) Ensure Area Representatives have a sufficient supply of items to make up New Member Kits. Those items include but are not limited to:
 - Magnetic club logos
 - Club Lapel pins
 - Membership cards
 - Test Drive Miata Club cards
 - Club Lanyards and member name badges
 - New Member Application forms and waiver forms
 - Any other regalia or apparel that promotes the club
- g) Distribute items for kits to each Area Representatives as required;
- h) Assist with runs and event planning if required;
- i) Responsible for responding to all website enquiries with regards to Membership
- j) Arrange for a 'Stand-in' in the event of a prolonged absence.
- k) Responsible to maintain the Club's Stores of the all regalia and apparel items, ordering new stock as required in accordance with Part 4, Section 7.

Section 5

Area Representative

So that we are not overlapping, the area designations for the Area Representative as follows:

South Island: Mill Bay – Malahat South to Great Victoria

Mid Island: Cobble Hill north to Parksville and west to Port Alberni

North Island: Qualicum north to Port Hardy

Please keep within these boundaries and as sending out duplicate e-mails will only serve to confuse members and may tend to unnecessarily complicate the simple flow of information we now have in place. The most important message is that we are not 3 separate areas within one Club. Work with the members within your area, but involve all the members of Club Miata Vancouver Island in that run or activity. Individual runs for your area only will only fracture the Club as a whole and is discouraged.

- a) When Possible, attend A&W gatherings: discuss the latest news in club, relay ideas brought forth at the A&W to the President for further discussion and action.
- b) Encourage members within your area to organize a local run, and help them with the process of putting the run or social together, especially if it's their first time or they request assistance. Don't let the details scare them off... help them where you can. Once the details have been worked out, send the run/activity information to the Secretary, who will then send out to all members. The President is always available to assist when requested
- c) Forwards membership dues to the Treasurer and/or helps new members to apply by letting them know about the website, filling out the forms, distributing the New Member Package and record that it has been received.
- d) Co-ordinate meet up points and times for runs, such as the AGM, and lead the group to the starting point if outside your area.
- e) Area Representatives, as are all members, are encouraged to promoted new runs, repeat past successful runs, and Promote Club Miata for new memberships, etc.
- f) Forward all information for runs and socials to ALL members. Don't assume that because the e-mail went out to the Executive, that they are receiving subsequent information.

Section 6

WebMaster

- a) Maintain Club website, including ensuring annual payment of Website Name (domain) and Hosting Services is paid.
- b) Update website when asked by Host Service.
- c) Keep "What's happening" web page current with upcoming Club events as they are set by members.
- d) Annual update of Club Mail Services with current Executive Member's email addresses.
- e) Ensure security of members on all posts and pictures.
- f) Promote usage of the Club Forum.
- g) Other duties as they arise.

Section 7 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 6 - Financial Review Committee:

Section 1 The Board of Directors may from time to time appoint a Financial Review Committee of three (3) members to review the accuracy and completeness of the Treasurer's financial records, to be completed by the end of February prior to the AGM.

Part 7 - Spending Authority and Banking:

Section 1 The Executive shall determine the bankers of the Society and shall maintain a bank or credit union account and all cheques, e-transfers, and other withdrawals from the Society's account shall be signed by two of the President, Treasurer, and Past President, and one (1) of the three (3) Area Representatives, or such other person as the Executive may, by resolution, appoint.
The authority to sign contracts on the Society's behalf and commit the Society to expenditures is limited to and shall be signed by any two of the President, Treasurer, and one (1) of the three (3) Area Representatives, Past President or such other person as the Executive may, by resolution, appoint.

Part 8 - Investment and Borrowing Powers:

Section 1 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.

Section 2 Borrowing and issuance of securities: The Bylaws 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 9 - Bylaws:

Section 1 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 Bylaws of the Society.

Section 2 The Constitution and Bylaws will also be available in Adobe format (a .pdf file) for distribution to the Members either by electronic mail or otherwise.

Section 3 These Bylaws may not be altered or added to except by Special Resolution.

Part 10 - Alteration and Amendments of Bylaws:

Section 1 The Bylaws 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.

Section 2 Members of the Society presenting an amendment or change to the Constitution and Bylaws 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 11 - Books and Records:

Section 1 The Directors shall see that all necessary books and records of the Society required by the Bylaws 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.
