

# **Constitution and By-Laws of The Western Vintage Automobile Racing Club**

(See Notes)

## **CONSTITUTION**

1. The name of the Society is:  
  
“The Western Vintage Automobile Racing Club”.
2. The purposes of the Society are:
  - a. To restore, race, and exchange information, stock and parts concerning vintage sports and racing automobiles.

## **BY-LAWS**

1. (1) In these by-laws, unless the context otherwise requires,
  - a. “directors” means the directors of the Society for the time being;
  - b. “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c. “registered address” of a member means his address as recorded in the register of members.  
(2) The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these by-laws.
6. There shall be no dues or fees payable by the members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or special meeting.
7. A person shall cease to be a member of the Society:
  - a. by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
  - b. on his death or in the case of a corporation on dissolution, or
  - c. on being expelled, or
  - d. on having been a member not in good standing for 12 consecutive months.
8. The Directors shall have the power, by a vote of two-thirds of those present, to expel any member whose conduct shall have been determined by the Board of Directors to have been in conflict with the interest of the Society.

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9. No member shall be expelled without being notified of the charge or the complaint against him without having first being given the opportunity to be heard by the Board of Directors, at a meeting called for that purpose.
10. A member may appeal the decision of the Board of Directors at a general meeting.
11. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The directors may, whenever they think fit, convene an extraordinary general meeting.
14. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business  
  
(2) 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.
15. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
16. Special business is:
  - a. All business at an extraordinary general meeting except the adoption of rules of order, and
  - b. All business that is transacted at an annual general meeting, except,
    - i. The adoption of rules of order,
    - ii. The consideration of the financial statements,
    - iii. The report of the directors,
    - iv. The report of the auditor, if any,
    - v. The election of directors,
    - vi. The appointment of the auditor, if required, and
    - vii. Such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
17. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.  
  
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.  
  
(3) A quorum shall consist of 5 per cent of the members of the Society.

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18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 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, the members present constitute a quorum.
19. Subject to By-law 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
20. If at a general meeting:
  - a. There is not a president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
  - b. The president and all the other directors present are unwilling to act as chairman,the members present shall choose one of their number to be chairman.
21.
  - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
22.
  - (1) A member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting by proxy is not permitted.
23.
  - (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless, to the provisions of:
    - a. All laws affecting the Society,
    - b. These by-laws, and
    - c. Rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
  - (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
24.
  - (1) The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the Society.

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- (2) The number of directors shall be 5 or such greater number as may be determined from time to time at a general meeting.
- 25. The affairs of the Society shall be managed by the Board of Directors, each of whom at the time of his election and throughout his term of office shall be a member of the Society.
- 26. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified.
- 27. The whole Board of Directors shall be retired at each annual general meeting and shall be eligible for re-election if otherwise qualified.
- 28. The election may be by a show of hands unless a ballot is demanded by any member.
  - a. The members of the Society may by resolution pass by two-thirds votes cast at the general meeting of which notice of intention to pass such resolution has been given remove any director before the expiration of his term of office and may by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
- 29. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.  
  
(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 30. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.  
  
(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 31. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- 32. Directors' meetings may be held at such times and at such places as the directors may from time to time determine, and a meeting of the directors may be convened by the president or any two directors, at any time.
  - a. Notice of such meetings shall be communicated to each director, not less than two days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) for the meeting to take place.
- 33. The members of the Board of Directors shall receive no remuneration for acting as such.
- 34. (1) The president shall preside at all meetings of the Society and of the directors  
  
(2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 35. The vice-president shall carry out the duties of the president during his absence.

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36. The secretary shall:

- a. Conduct the correspondence of the Society,
- b. Issue notices of meetings of the Society and directors,
- c. Keep minutes of all meetings of the Society and directors,
- d. Have custody of all records and documents of the Society except those required to be kept by the treasurer,
- e. Have custody of the common seal of the Society, and
- f. Maintain the register of members

37. The treasurer shall:

- a. Keep such financial records , including books of account, as are necessary to comply with the Society Act, and
- b. Render financial statements to the directors, members and others when required.

38. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) Where a secretary-treasurer holds office the total number of directors shall not be less than 5 or such greater number as may have been determined pursuant to By-law 25 (2).

WE, the several persons whose names and addresses and occupations are subscribed, are desirous of being formed into a Society in pursuance of the above Constitution and By-laws.

*Note: Original was signed by five individuals*

Dated at the City of Vancouver, in the Province of British Columbia, this 17<sup>th</sup> day of April, A.D., 1978.

Witnessed to subscribers' signature:

*Note: Original was witnessed*

### *Notes:*

(1) *The original document is stamped indicating that it was filed and registered with the Registrar of Companies for the Province of British Columbia on May 1, 1978.*

(2) *This version was transcribed for improved legibility from a certified true copy of the original in November 2011. The original document is 8 pages long due to different typing spacing.*

(3) *In the event of any discrepancies, the original document is the reference.*