

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

ARTICLE I – NAME AND LOCATION

SECTION 1 - NAME

The name of this organization shall be the NIAGARA BRITISH CAR CLUB LIMITED (hereinafter referred to as the “NBCCL” or the “Club”).

SECTION 2 – PRINCIPAL OFFICE

The principal office of the Club shall be located in the Province of Ontario, Region of Niagara, at a meeting place as convenient to as many members of the club as possible as determined by the Executive.

ARTICLE II – GENERAL PURPOSE

The purpose of the Club shall be, *inter alia*;

1. To promote the interest and ownership of British cars.
2. To promote favorable relationships with the general public.
3. To encourage and assist members to maintain, restore, preserve, and drive their cars; and,
4. To promote social activities among members and with other like clubs and provide a forum for the exchange of information.

ARTICLE III – MEMBERSHIP

SECTION 1 – ELIGIBILITY

Any adult who subscribes to the purpose of Article 2 above may become a member by completing a membership form and paying the prescribed dues. Membership shall be open to all such persons whether or not they own a British car.

SECTION 2 – QUALIFICATIONS

There shall be one class of General Members, although this shall neither preclude the Membership from establishing different classes of Membership, nor prevent the Membership from electing any person to honorary life membership in the Club.

No individual shall hold more than one membership interest.

SECTION 3 – MEMBERSHIPS

Membership in the Club may be held in the name of an individual or jointly with a spouse, other family member or significant other.

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

SECTION 4 – MEMBERSHIP IN GOOD STANDING

Membership in good standing shall be conferred upon payment of the annual Membership Fees, as set by the Executive, and approved by the Membership. Any member who fails to pay fees as required by the Club by December 31 each year shall cease to be a member in good standing until payment is received.

Only General Members in good standing shall be eligible to participate in the various meetings and elections or serve in any elective, appointive or ad-hoc committee position or to display the Club's badge or insignia.

In the case of a Member who willfully fails to comply with the by-Laws, or if the Executive shall be of the opinion that the interests or purpose of the Club are being harmed, Membership may be terminated by resolution of the Executive. Any Member whose Membership is so terminated for cause, other than ceasing to be eligible, may appeal the action of the Executive to the Members at the next regular meeting. If more than fourteen (14) members in good standing, representing two-thirds (2/3) of the members present vote in person for the expulsion of the Member, such Member shall thereupon cease to be a Member of the Club.

SECTION 5 – MEMBERSHIP ROSTER

The Treasurer shall prepare a complete roster of all Members. Such roster shall include, but not be limited to Member name, address, email address, type of car(s) and telephone number.

Said roster shall be kept up to date by the Treasurer, supplied to the membership through the Club Website, and shall be subject to inspection by all Members at any time.

ARTICLE IV – MEETINGS

SECTION 1 – ANNUAL MEETING

An annual general meeting (the 'AGM') of the membership shall be held once each year at a location and on a date and time fixed by the Executive and announced on the Club Website or by written notice to members, at least one (1) month prior to the proposed date of the AGM. Such notice shall be deemed sufficient addressed to each Member at his or her last known place of residence or transmitted via e-mail to the last known e-mail address of the Member if that Member has requested receipt of the monthly newsletter via e-mail.

The AGM shall:

- i Receive from the Executive a full statement of accounts showing all

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

- receipts and expenditures for the current year.
- ii. Receive from the Executive a report of the activities of the Club in the preceding year and ratify the acts of the Executive.
- iii. Confirm the Officers and Directors of the Club.
- iv. Confirm, repeal or amend the by-Laws of the Club; and,
- v. Consider, and if necessary, decide on any matters outstanding or unresolved which have been duly and properly submitted to the meeting by the membership.

SECTION 2 – EXECUTIVE MEETINGS (EM)

Club business shall be discussed at the Executive meetings to be held a minimum of four (4) times per year, preferably one week before the Monthly General Meeting. The date and location of the Monthly Executive Meetings shall be at the discretion of the Executive officers.

SECTION 3 – MONTHLY GENERAL MEETINGS (MGM)

The Club will conduct social meetings or events scheduled to further the general objectives of the Club as detailed in Article 2 at a time and location published in advance and distributed to the members or by e-mail where an e-mail address has been provided.

SECTION 4 – QUORUMS

At any executive meeting, 2-officers shall constitute a quorum for the transaction of business.

For the Monthly General Meetings, 30% of members in good standing shall constitute a quorum.

For the Annual General Meeting, 30% of members in good standing shall constitute a quorum.

SECTION 5 – VOTING

At any Annual General Meeting or Monthly General Meeting, members shall be entitled to one vote on all matters. At any business meeting, each officer shall have one vote.

Proxy and absentee votes are not accepted.

ARTICLE V – OFFICERS

SECTION 1 – OFFICERS AND DIRECTORS

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

The Executive of the Club shall consist of not less than four (4) executive officers namely, the President, Vice-President, Secretary and Treasurer. Meetings of the Executive shall be held at least once per month at a time and place designated by the President. Two members of the Executive shall form a quorum.

SECTION 2 – NOMINATION AND ELECTION OF OFFICERS

An ad-hoc Nominating Committee of at least three (3) members in-good-standing will be required to form a nominating committee for the purpose of managing the elections for the Executive officers.

To be eligible for election to the Executive, a candidate must be a member in good standing for at least one (1) year. The officers shall be selected by the general membership through a nominating and voting process.

Candidates for election to the Executive may be nominated by another member or may volunteer. The nominating committee shall poll interested members until a roster of nominees is complete.

The list of nominees shall be posted in October with elections and further nominations to take place the following November.

All Executive officers shall hold offices at the pleasure of the members or until their successors shall be duly elected.

The term of office for all officers shall be one (1) year commencing January 1st each year.

Whenever a vacancy shall occur, the vacancy shall be temporarily filled by a current member of the executive. The successor shall hold office until an election can occur at the earliest convenient time or at the next regular Annual General Meeting of the membership at which time the members shall elect a successor.

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

SECTION 3 – DUTIES

THE PRESIDENT SHALL:

- a) generally, supervise and direct Club affairs.
- b) co-ordinate and preside at all meetings in accordance with the by-Laws.
- c) call special meetings of the Executive, as may be required; and,
- d) co-ordinate club events with committee chairs. The President shall be a member, ex-officio, with the right to vote and participate in the proceedings of all committees, excepting the Nominating Committee of the Club.

THE VICE-PRESIDENT SHALL:

- a) assume such duties as may be delegated by the President or assigned by the Executive; and,
- b) in the absence of the President, perform the duties of the President. In the event of the death, resignation or disability of the President, the Vice-President shall assume the duties of the President until the next Annual General Meeting of the Club.

THE SECRETARY SHALL:

- a) keep the minutes of all meetings and post them to the Club Website.
- b) keep the records and papers of the Club -- except the financial records; and,
- c) ensure that notices of all meetings are properly given.

THE TREASURER SHALL:

- a) maintain the financial records of the Club.
- b) prepare financial statements and present a detailed financial report of the Club's financial activity including the cheque register and bank balance not later than the Annual General Meeting of the Membership; and
- c) prepare and maintain a complete roster of all Members.

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

SECTION 4 – APPOINTED OFFICERS AND COMMITTEES

The President, with the concurrence of the Executive, at any time may appoint one or more individuals or accept volunteers to the following positions to serve at the discretion of the President or the Executive:

1. Social & events committees
 2. Membership Committee
 3. Newsletter & Website
- et cetera

SECTION 5 - DIRECTORS

The executive of the Corporation shall also serve as The Board of Directors during their term in the executive.

ARTICLE VI -- FINANCES

SECTION 1 – FISCAL PERIOD

The fiscal period of the Club shall follow the calendar year and extend from September 1st to August 31st each year.

SECTION 2 – MEMBERSHIP FEES

Membership fees as established from time to time by a general meeting of the membership shall be paid by April 30 of each year, by members of the Club.

SECTION 3 – DEPOSITS AND DISBURSEMENTS

All funds received for the Club or on behalf of the membership shall be deposited in a bank account to be maintained in the name of the Club with a Canadian Chartered Bank or other financial institution approved by the Executive from time to time.

Funds over the nominal amount of C\$25.00 may only be disbursed upon the authorization of any two (2) members of the Executive or by resolution of the membership at a properly convened meeting of the Club, which disbursements shall be for the purpose of the betterment of the Club and its purposes.

All disbursements in excess of C\$100.00 shall be made by cheques signed by one (1) officer of the Club plus the Treasurer.

When reimbursing or paying authorized expenditures, the Treasurer shall require documentation such as a vendor invoice, or signed vendor's receipt, or supporting documents

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

signed by the recipient of the reimbursement and an elected officer of the Club.

SECTION 4 – DISSOLUTION

The Club may be dissolved by an Extraordinary Meeting convened by the Executive and approved by a vote of 75% of the Club members in good standing.

Upon dissolution, the Club Executive by quorum and at their discretion will distribute the assets of the Club to a charitable organization and/or any duly nationally recognized body connected with the furtherance of motorsport.

SECTION 5 – SALARY AND EXPENSES

No Officer shall be paid a salary. Expenses incurred by Club Executive or Members on behalf of the Club will be reimbursed in the manner as specified in ARTICLE VI, SECTION 3 above in the description of “DEPOSITS AND DISBURSEMENTS”.

ARTICLE VII – INDEMNIFICATION

Each Officer and other person appointed by the President or the Executive acting on behalf of the Club, whether or not then in office, and the heirs or executors of each, shall be and they are hereby, indemnified by the Club from any and all claims and liabilities, costs and expenses of whatsoever nature of any kind (other than an action by or in the right of the Club), including but not limited to, attorney’s fees, judgements, fines, court costs and amounts paid in settlement actually and reasonable incurred or imposed upon such Executive, Member or other person duly appointed as a result of any action of whatsoever kind or nature, made or threatened to be made, resulting from or alleged to have resulted from, membership on the Executive of the Club or the holding of an elected office or appointed office and/or committee head, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Club. Provided, however, that no such Officer, Director or Member or other person shall be indemnified against or be reimbursed for an expense incurred in connection with any claim or liability arising out of his/her own willful misfeasance or malfeasance, by bad faith, gross negligence or reckless disregard of duties involved in the conduct of his/her office.

The rights of indemnification shall be in addition to any and all other rights to which members of the Executive or any elected or appointed Officer and duly appointed person of the Club shall be entitled as a matter of law.

ARTICLE VIII – USE OF THE NBCCL NAME

The name or address of the Club or any symbol or logo which represents or depicts the Club shall not be given or used, in any manner, by a member as his or her address for any trade, advertising, financial or business purposes or in connection with any legal proceedings for personal advantage.

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

The use of any information contained in any communications from or publications by the Club for any business or commercial purposes shall not be permitted without the prior written consent of the Executive.

ARTICLE IX – Charles "Chuck" Bâby Memorial Award

SECTION 1 - In Memory of “Chuck” Bâby (1929 to 2005)

Chuck was an enthusiast, a restorer and a driver of British sports cars and motorcycles.

As a charter member of the NBCC, Chuck embodied that which portrays total enthusiasm to anything relating to the British automobile. Always quick to help, when involved with the NBCC he constantly wore a smile.

This award will be presented annually to the NBCC club member that most replicates Chuck’s enthusiasm for our club.

SECTION 2 - The Award

Each award recipient will be given a personal plaque with their name and the year engraved.

The club will maintain a large club plaque with the names and dates of all award recipients. This plaque will be displayed at the club’s monthly meeting location.

SECTION 3 - Award Criteria

Enthusiasm will be demonstrated by the individual or couple by meeting the majority of the following criteria.

- Maintaining a NBCC membership in good standing
- Showing consistent enthusiasm within the club for 3 to 5 years
- Showing regular attendance at club meetings and events
- Making an active contribution to the NBCC by serving on the executive or on committees
- Active involvement in the planning, direction, and execution of club event(s)
- Owning and driving a British automobile
- Additional activities deemed appropriate by the awards selection committee

SECTION 4 - Awards Selection Committee

A 3-person ad-hoc Awards Selection Committee will be created by the President at the

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

September general meeting to oversee the selection of the award recipient and be responsible for the presentation of the award at the December annual general meeting.

The Awards Selection Committee will be disbanded after the December annual general meeting.

SECTION 5 - Selection Process

This award may be received only once by any member in the club.

Written nominations with rationale will be accepted as of the October general meeting and nominations will close following the November general meeting.

All nominations will be given to a member of the Awards Selection Committee.

Following the November meeting the committee will review the nominees and select the recipient. The committee is not limited to selecting a winner from the nominees but may choose any club member deemed worthy. If the committee feels that no one has met the awards criteria for that particular year no award will be presented.

Upon completion of the selection process and to ensure members privacy, all nomination letters excluding the one chosen will be destroyed by the committee. Only the selection committee will know the name(s) of the award recipient.

The recipient of the award will be announced at the annual general meeting in December by members of the selection committee, who will present the recipient's nomination to the meeting and award the personal plaque.

The chosen nomination letter will then be given to the President for placement in the club archives.

ARTICLE X – ADOPTION OF BY-LAWS

With the exception of Article VII above, these by-Laws are intended to serve as a framework for the operation of the Club rather than a definitive legal document.

The By-Laws may be modified, amended or repealed, and a $\frac{3}{4}$ majority of the Executive, at any Executive Meeting or Monthly General Meeting, may in part or completely adopt new by-Laws. Amendments may be proposed by an officer. Amendments may also be proposed by the membership if supported by at least ten percent (10%) of the members. Proposed amendments must be submitted in writing to an Executive officer at least 14 days prior to a Monthly General

Meeting. Proposed amendments shall be considered by the officers at the next Executive

Meeting or Monthly General Meeting following receipt of the proposed amendment. A proposed

By-Laws of the Niagara British Car Club Limited, Accepted AMENDMENTS 2022

amendment shall be voted on no later than the succeeding Monthly General Meeting. After any amendment of these by-Laws, these amendments shall be suitably reproduced by the Secretary, who shall forthwith submit for publishing on the Website a true copy of the same.

These amendments have been recommended to the Executive of this Club following meetings of the By-Laws ad-hoc subcommittee, consisting of,

David Jones
Jim Martin
Mike Hupel

These By-Laws have on the Seventh (7th) day of September, 2022 been amended and adopted by a majority vote of the Executive of this Club for submission to the membership.

Secretary



Mike Hupel