

SOCIETY ACT
[RSBC 1996] CHAPTER 433

BYLAWS OF THE
JAGUAR CAR CLUB OF VICTORIA

PART I – INTERPRETATION

1.1 Definitions

- (1) In these bylaws, unless the context otherwise requires:
- (a) “Annual Dues” mean the fees paid annually, special assessments and any other amounts payable by members of the club in accordance with these Bylaws, and as may be determined, from time to time, by the membership;
 - (b) “Annual General Meeting” means the Annual General Meeting of the club;
 - (c) “Authorized Representative” means a person identified as such under club letterhead;
 - (d) “Board” means the Board of Directors of the Jaguar Car Club of Victoria;
 - (e) “Bylaws” mean those of Jaguar Car Club of Victoria;
 - (f) “Committee” means a person or persons appointed from time to time by the Directors to carry out specified duties;
 - (g) “Director” means a member of the Board of Directors of the Jaguar Car Club of Victoria and in all cases will be a member in good standing;
 - (h) “Financial Review” means the comprehensive review of the finances of the Society by someone external to the Society and qualified to do so;
 - (i) “Lifetime Member” means a voting member of the Club who no longer is required to pay annual dues in order to be deemed a member in good standing;
 - (j) “Member” means a member of the club whether general, lifetime or associate member;
 - (k) “Officer” means either the President, Vice-President, Secretary, Membership Secretary, Treasurer or, in the case of a merger of the last two offices, the Secretary-Treasurer;

- (l) “Ordinary Resolution” refers to a resolution passed at a meeting by a simple majority of the votes cast in person;
- (m) “Registered Address” refers only to the postal address of the member last recorded in the Register of Members;
- (n) “Special Resolution” means a resolution passed by a majority of not less than seventy-five percent of the votes cast by those members for which at least twenty-one (21) days’ notice has been duly given.

PART II – MEMBERSHIP AND PARTICIPATION

2.1 Membership

- (1) Any person may apply to the Directors for membership.
- (2) The application for membership shall be accompanied by payment of annual dues.
- (3) Membership takes effect seven (7) days following the Directors’ acceptance of the applicant as a member. Membership will expire thirty (30) days after the Annual General Meeting if Annual Dues remain unpaid.

2.2 Classes of Membership

- (1) General memberships;
- (2) Life memberships granted at the discretion of the Board in recognition of long and signal service to the club provided that not more than three may exist simultaneously; and
- (3) Associate memberships granted to members of the Jaguar Club of North America, who are not in a position to be general members, provided that members of this class shall have no vote in the affairs of the club.

2.3 Annual Dues

Membership annual dues shall be determined from time to time by financial resolution of the members at annual general meetings.

2.4 Registered Address

Each member shall keep the secretary advised in writing with a current postal and e-mail address (if any) and of any change. No member shall have recourse upon failing to do so.

2.5 Member Complaints

- (1) A complaint regarding the conduct of a member shall be made in writing to the Board.
- (2) Where the Board deems a complaint may have merit, it may call on the member, the subject of the complaint, to reply in writing. Should the reply be found by the Board to be unsatisfactory, the member shall be given a reasonable opportunity to appear before the Board to respond further.
- (3) Any consideration of the discipline of a member shall be subject to section 2.7.

2.6 Ceasing to be a Member

A person ceases to be a member upon:

- (1) non-payment by a member of annual dues thirty (30) days following their due date;
- (2) revocation of membership for cause.

2.7 Revocation of Membership

- (1) Membership may only be revoked upon the passage of a special resolution passed at a general meeting.
- (2) The special resolution for revocation shall be provided to all members accompanied by the reasons of the Board.
- (3) The member, the subject of the resolution, shall be granted a reasonable opportunity to be heard but shall be required to be absent during the vote upon it.

3. The Jaguar Car Club of Victoria shall be affiliated with the organization, Jaguar Clubs of North America, abbreviated JCNA. All Members shall also be members of JCNA. This provision is alterable.

-- This Clause 3 is moved from the Constitution to these Bylaws as part of the 2018 Transition process.

PART III – MEETINGS OF MEMBERS

3.1 Club Meetings

Meetings of Board and general meetings of the members are at the discretion of the president, but four (4) directors may convene either.

3.2 Notice of a General Meeting

(1) Notice of a general meeting of the club shall be mailed or e-mailed to a member's last known address and shall be deemed to have been given on the fourth business day following the day such notice is given and

- (a) provide not less than twenty-one (21) days' notice; and

(b) specify the place, the day and the hour of meeting.

(2) An accidental omission to give notice of a meeting of the club to, or the non-receipt of a notice by, a member entitled to receive notice does not invalidate proceedings at that meeting, unless the proceedings pertain to that member. In that case, the proceedings will be invalidated only so far as that member's interest, position or status is concerned.

PART IV – PROCEEDINGS AT GENERAL MEETINGS

4.1 Annual General Meetings

An Annual General Meeting shall be held at least once in every calendar year.

4.2 Rules of Order

Robert's Rules of Order apply to the conduct of all club meetings.

4.3 Motions at a General Meeting

(1) No member may introduce a motion from the floor at an Annual General Meeting.

(2) A motion at any meetings, save one to adjourn, must be seconded.

4.4 Quorum for a General Meeting

At any general meeting of the club, a quorum is

(1) not fewer than fifteen (15) members; but

(2) where any Special Resolution is a subject of the meeting, not less than 20% of the club's members.

4.5 Absence of a Quorum

(1) If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to a later date for which fourteen 14 days' notice of a reconvened meeting shall be given. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the members present shall be deemed to constitute a quorum.

(2) In the absence of a quorum, no business may be transacted other than setting of date for the meeting to be reconvened and electing a person to chair the meeting if the president or other officer should be present and not willing to act as chair.

(3) Once a quorum is present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting, unless the president rules otherwise.

(4) However, if at any time during a general meeting the president or other officer acting as chair rules that a quorum is not present, business then in progress may be suspended by the chair until a quorum is present or the meeting is adjourned or terminated.

4.6 Adjournments

(1) At an adjourned meeting, no business shall be transacted upon its resumption other than that left unfinished if it be adjourned for less than fifteen 15 days.

(2) When a meeting is adjourned for more than fifteen (15) days, notice of the adjourned meeting shall be delivered as in the case of the original meeting and the notice shall specify that nature of unfinished business and of any other business to be transacted.

4.7 Chairing General Meetings

(1) The president or the vice-president or, in the absence of both, one of the other directors present shall preside as chair of general meetings.

(2) If at a general meeting

(a) the president, vice-president, or any other director is not present within fifteen (15) minutes after the time appointed; or

(b) the president , vice-president and the directors present are unwilling to chair the meeting;

(c) the members may appoint one of their number.

4.8 Voting

(1) Voting may be by a show of hands unless the chair otherwise decides or a motion for a ballot vote is passed by a majority.

(2) The chair is at liberty to vote in the event of a tie.

4.9 Action by Resolution

(1) Subject to the chair's discretion any motion may be advanced at an ordinary general meeting except for one constituting a special resolution.

(2) Actions requiring a special resolution are the

(a) amendment of Constitution or Bylaws;

- (b) removal of any Director pursuant to section 5.6(2);
- (c) revocation of membership pursuant to section 2.7(1);
- (d) approval of a transaction between the club and a Director in which the Director may obtain a financial benefit; and
- (e) dissolution of the club.

PART V – BOARD OF DIRECTORS

5.1 Authorization to Bind the Club

No Director or any other member may act on behalf of, or in the name of, the club to undertake any obligation or enter into any contract on behalf of the club unless the Director or member has been authorized by resolution of the Board.

5.2 Number of Directors

(1) The Board shall comprise no fewer than eight (8) directors of whom no less than three (3) shall be elected.

(2) If the number of directors falls below five, the Board shall convene a general meeting to fill any vacancy.

(3) The editor of the club's publication by the current name, The Growler, or by any other name, shall be an ex officio director whose term of office will conclude at that person's pleasure or that of the Board and while serving as a director shall be invested with all the rights thereof..

5.3 Qualifications of an Officer or Director

(1) An officers must have been a member for at least one year prior to election or appointment or, in the case of election at an Annual General Meeting, prior to the date when nominations closed and in the case of a director thirty days.

(2) Any member may nominate another providing that notice in writing of the nomination and of the written consent of the nominee is delivered to the secretary of the club not less than thirty (30) days before the Annual General Meeting at which the election of officers and directors is to be held.

(3) The names of all nominees shall be included in the notice of the Annual General Meeting.

5.4 Election of officers and of Directors

- (1) Elections shall be held at the Annual General Meeting for members of the Board.
- (2) At the discretion of the officer presiding, voting for officers and other directors shall be conducted by a show of hands or by ballot unless the number of candidates is equal to, or less than, the number of vacancies, in which case the directors shall be deemed elected by acclamation.
- (3) At Annual General Meetings, the election of directors to serve as officers shall precede that of the other directors, and any candidate defeated when standing for election as officer shall be included in the list of those standing for office as director.
- (4) At any time following the election of officers, the Board as a whole with the unanimous consent of its officers shall be at liberty to reallocate offices among those officers and if any officer should be unable or unwilling to continue in office to appoint one of the directors to replace him or her.

5.5 Term of Office

- (1) The term of office for an officer or director shall expire at the close of each Annual General Meeting.
- (2) Members may re-elect any officer or director for a maximum of five (5) consecutive terms. This limitation does not apply to a founding member who might wish to stand for re-election.
- (3) Subject to (2), only after a one year's absence from office following five consecutive terms may a former director again seek re-election.
- (4) Any officer or director shall cease to hold office upon:
 - (a) ceasing to be a member;
 - (b) submitting a letter of resignation to the secretary;
 - (c) being removed from office pursuant to section 5.6(1) and (2).

5.6 Removal of an Officer or Director

- (1) The Board shall have the right by a two-thirds (2/3) majority vote to dismiss an officer or a director who is absent from two consecutive board meetings or who is otherwise unable to perform his duties.
- (2) A director may be removed from office by Special Resolution passed at a general meeting and another Director may be elected, or appointed by ordinary resolution, to serve the balance of the term.

(3) Between Annual General Meetings, the directors may appoint a member who has been in good standing for one year to fill a vacancy in the Board.

(4) An appointed director has the rights, privileges and obligations of an elected director.

5.7 Quorum of Directors

Four (4) directors shall constitute a quorum of the Board.

5.8 Office of Immediate Past Chairperson

The immediate past president shall sit ex officio as an unelected director with all the rights thereof for a period of one (1) year following the election of the new president.

5.9 Conflict of Interest

No director having an interest in any transaction shall vote with respect to the same.

5.10 Liability when Acting in Good Faith

The members may not hold any officer, director or any member duly authorized by the club to act liable for any loss or damage suffered while doing so in good faith and within the scope of that authority.

5.11 Compensation and Indemnity

The club shall provide the directors with insurance coverage to indemnify them for loss arising from their acts and omissions.

PART VI – DUTIES OF DIRECTORS

6.1 Director's General Obligations

(1) A director has a duty to attend all meetings of the club.

(2) The directors shall ensure that:

(a) all reports and records required by law are prepared for the Annual General Meeting;

(b) all financial and other reports required by law to be filed following an Annual General Meeting are filed;

(c) at least one account with a chartered bank, credit union, or trust company is opened in the club's name;

(d) proper accounting records are maintained of all financial and other transactions, and, without limiting the foregoing, shall keep records of:

(e) money received and disbursed;

(f) every asset and liability; and

(g) every other transaction affecting the club's financial position.

(3) The directors shall seek to ensure that all reports, financial records, together with all documents of the Society, be kept secure.

6.2 Official Receipts

Only persons authorized by the Board may issue an official club receipt.

PART VII – DIRECTORS' MEETINGS

7.1 Meetings

(1) The directors shall meet at least six (6) times a year.

(2) The president, or in the absence of the president, the vice-president, shall chair all meetings of the directors, but if neither is present, the directors present may choose one of their number to preside over a meeting.

(3) The directors shall meet at the call of the president or of any three (3) directors on seven (7) clear days' notice.

(4) Notice may be provided to directors by mail, courier delivery, facsimile or electronic communication. Accidental omission to give notice of a meeting to, or the non-receipt of notice of, a meeting by any director shall not invalidate the proceedings at the meeting.

(5) Where the number of directors falls less than would constitute a quorum, the directors may act only to summon a general meeting.

7.2 Quorum of Directors

The directors may fix the quorum necessary for the transaction of the business and if the directors do not fix the quorum, it will be a majority of directors then in office, provided that number is not fewer than four (4).

7.3 Voting

- (1) A resolution proposed at a directors' meeting or at a committee meeting must be seconded.
- (2) A resolution in writing signed by all the Directors and placed within the minutes of the Directors' meeting is as valid and effective as if it were regularly passed at a meeting of Directors.
- (3) Provided that notice is given of a directors' meeting and a majority of directors concur, a meeting may be conducted in whole or in part by telephone conference or other electronic communication device or method.

PART VIII – OFFICERS OF THE BOARD

8.1 Officers

- (1) Officers shall be club directors.
- (2) The election of officers shall be by the membership at Annual General Meetings.
- (3) Officers so elected shall serve until the close of the next Annual General Meeting.
- (4) The directors may at any time appoint a director to fill any officer vacancy.

8.2 President

- (1) The president shall preside at all club executive meetings, generally supervise the affairs of the club and be the ex officio member of all committees of the club.
- (2) The president is the official spokesperson for the club unless the Board designates another director.
- (3) The president shall seek to remain neutral at meetings but may exercise a right to vote in case of a tie.

8.3 Vice-president

The vice-president shall preside at all club executive meetings in the absence of the president and assist the president in the discharge of his duties

8.4 Membership Secretary

The membership secretary shall:

- (1) keep a current register of members;
- (2) be responsible for the collection of the annual dues of members;
- (3) report to the Board as requested from time to time;
- (4) make the annual membership report to the Jaguar Club of North America; and
- (5) ensure that any fees of other monetary obligation to the latter are discharged in a timely manner.

8.5 Secretary

Unless the Board otherwise specifies, the secretary shall be responsible for:

- (1) seeing that a record is kept of all proceedings of the club and of the Board;
- (2) maintaining the minutes of all the meetings;
- (3) issuing notices of meetings of members and of directors;
- (4) keeping custody of the Club's common Seal if any; and
- (5) retaining all official club's correspondence.

8.6 Treasurer

The treasurer shall be responsible for:

- (1) the issue of all cheques drawn by the club which shall be signed by two officers, one of whom may be the treasurer;
- (2) maintaining financial records including books of accounts, as are necessary to comply with the *Society Act* (section 36, "Accounting Records");
- (3) the custody and control of all securities and funds;
- (4) ensuring that full and accurate financial records are kept;
- (5) the collection of annual fees and other monies owing and their deposit in the financial institution designated by the board;
- (6) seeing that all bills and contractual accounts are settled;
- (7) providing a statement of club finances at each meeting of directors;
- (8) preparing and presenting to each Annual General Meeting club financial statements; and

(9) making available to any member upon request the annual financial report seven (7) days prior to the Annual General Meeting.

8.7 Secretary-Treasurer

- (1) When one officer holds both positions as secretary and treasurer, it shall effect no change in the number of directors or in the Board's quorum requirements.
- (2) The duties of a secretary-treasurer include those of both offices.

PART IX – SEAL

9.1 Seal

The directors may provide a common seal for the Society and shall be at liberty to substitute it with another.

9.2 Affixing of Seal

The common seal shall be affixed only when authorized by a resolution of the directors and only in the presence of the president and secretary, or in the presence of three (3) directors specified in such a resolution.

PART X – INVESTMENTS

10.1 Investment

Club funds not required for immediate use or to meet accruing liabilities may be invested at the discretion of the Board.

PART XI – INSPECTION OF DOCUMENTS

11.1 Inspection of Documents by Members

Subject to the *Personal Information Act*:

- (1) club records may be inspected by members on reasonable notice, but no copies may be made unless authorized by the directors;
- (2) reasonable notice shall be no less than seven (7) days communicated in written or electronic form to the president or the secretary;
- (3) all records of the Society shall be open to the inspection of a director upon reasonable notice.

PART XII - AVAILABILITY OF CONSTITUTION AND BYLAWS

12.1 Member Rights to Constitution and Bylaws

A member is entitled, without charge, to a copy of the club's Constitution and Bylaws.