

# **BYLAWS**

Porsche Club of America,  
Upper Canada Region Inc.

OCTOBER 2012

## ***ARTICLE I - NAME***

The corporation was incorporated and subsists as an Ontario corporation without share capital with the name “**Porsche Club of America, Upper Canada Region Inc.**”. In these By-laws, such corporation is referred to as the “**Club**”. These are the By-laws of the Club.

## ***ARTICLE II - OBJECTIVES***

The following are declared to be the objectives of the Club:

1. Fostering the highest standards of courtesy and safety on public roads and highways.
2. Facilitating good will and fellowship among its members and the members of the other Regions chartered by Porsche Club of America, Inc. (“**PCA**” or “**National**”) with a common bond of all things Porsche, and engaging in events agreeable to the membership.
3. Fostering the sharing and exchanging of historical, technical and mechanical information concerning Porsches.
4. The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche distributors and dealers and Porsche service sources, to the end that the Marque shall prosper and continue to enjoy its unique leadership and position.
5. The interchange of ideas and suggestions with other Porsche Clubs throughout the world, and in such co-operation, as the Board from time to time authorizes or approves.
6. The establishment of such mutually co-operative relationships with other organizations, including other sports car clubs, as the Board from time to time decides are desirable.
7. Supporting charities as from time to time authorized by or pursuant to the authority of the Board.

### ***ARTICLE III - MEMBERSHIP***

1. Membership in the Club shall be restricted to owners, co-owners, lessees, and co-lessees of Porsches who are 18 years of age or older, and to other persons as provided for in paragraph 2, and who, except as from time to time may be otherwise permitted by the Board in its discretion, reside within the territory noted in Article IV below. For the purposes of these By-laws, an individual who has right exclusively to possess a Porsche pursuant to any agreement, written or oral, with a corporation, firm or company which is the actual owner or lessee of that Porsche shall for so long as he or she has such right be considered to be the owner of that Porsche.
  
2. Membership classes shall be:
  - (a) **Primary** - Any owner, co-owner, lessee or co-lessee of a Porsche who is 18 years of age or older and who is an active member of PCA as defined in its bylaws,
  
  - (b) **Associate** - any Primary member who ceases to own, co-own, lease or co-lease a Porsche while a Primary member in good standing and who is an associate member of PCA as defined in its bylaws, or any individual employed by a Porsche-oriented business who is interested in the Club and its objectives and who is an associate member of PCA as defined in its bylaws,
  
  - (c) **Family** – An individual who is the spouse, brother, sister, son, daughter or parent of a Primary member or an Associate member and is 18 years of age or older who, in accordance with the by-laws, rules and regulations of PCA, has been designated by that Primary member or Associate member as his or her “**family member**” as provided in PCA’s bylaws. Only one individual may be a Family member of a Primary or Associate member. A Family member designated as such by a Primary member is herein referred to as a “**Primary Family**” member.
  
  - (d) **Affiliate** – any person 18 years of age or older who, in accordance with the by-laws, rules and regulations of PCA, has been named to be an affiliate member of PCA, as defined in its bylaws, by a Primary member or an Associate member in lieu of a

Family member of that Primary or Associate member, and who is an affiliate member of PCA,

- (e) **Honorary** - any person who, on the affirmative vote of three-fourths of the members of the Board, is deemed to merit recognition for outstanding interest in, or service to, the Club. Honorary Membership so granted shall be applicable only to the Club itself and not to National. Honorary Membership, and shall be for Life, subject to paragraph 5 of this Article III. A person may hold an Honorary membership notwithstanding that he or she does not reside in the territory noted in Article IV below.
3. An individual holding any class of membership in PCA, other than an Honorary membership, shall *ipso facto* hold the analogous class of membership in the Club (a Primary membership in the Club is analogous to an active membership in PCA), unless removed as a member of the Club pursuant to paragraph 5 below. Upon an individual ceasing to hold a particular class of membership in PCA, such individual, unless an Honorary member of the Club, shall cease to hold the analogous class of membership in the Club.
  4. Applications for membership may be submitted to the Chairperson of the Membership Committee, who will forward a copy of the application to National, or submitted directly to National, who will forward a copy to the Club.
  5. The Board may by majority vote remove any individual as a member of the Club. Additionally, the Board may by majority vote suspend the membership in the Club of any individual for any period of time not exceeding ninety days. Except where to do so would be impractical, an officer of the Club empowered by the Board to do so, or the President or Vice President of the Club on his or her own motion, shall endeavour to advise the member in writing of the time and place of the meeting of the Board whereat such removal or suspension is proposed to be voted upon, at least ten days prior to the date of such meeting, and of the acts or omissions which it is alleged justify such removal or suspension. The

member shall be entitled to appear before the Board to contest such allegations and to make submissions as to why he or she should not be suspended or removed as a member.

6. Privileges - members of the Club shall be entitled to all the privileges of the Club, except that:
  - (a) Only Primary and Primary Family members are entitled to vote,
  - (b) Only Primary and Primary Family members may be elected or appointed to any elective office of the Club, and
  - (c) No member who is not a Primary member shall be entitled to receive any mailing from the Club, including a copy of the Club's newsletter or magazine.

#### ***ARTICLE IV - TERRITORY***

1. The territory of the Club is the Province of Ontario except the cities of Ottawa, North Bay and Gananoque.

#### ***ARTICLE V — MEETINGS OF MEMBERS and THE BOARD***

1. In these Bylaws, “**Business Meeting**” means any meeting of the members (i) designated as a “Business Meeting” by the President or the Board, or (ii) the transaction of any of the business for which it has been called will necessitate a vote of the members thereat.
2. A Business Meeting shall be chaired by the President, or in his absence by the Vice President, or if neither of them are present thereat, by the member of the Board present thereat who is not the Secretary, has served as a member of the Board for the longest consecutive number of years and is willing to chair the meeting. In the absence of such a person, the members present at such Business Meeting shall elect one of their number to chair that Business Meeting.
3. The Board shall ensure that at least ten meetings of the members are held in each year. Each regular monthly social meeting will be considered for this purpose to be a meeting of the

members. No notice need be furnished to the members of any regular monthly social meeting unless it is also a Business Meeting.

4. A Business Meeting may only be called by the Board or as provided in the Corporations Act (Ontario) or the successor statute then in force (the "**Act**"). Written notice of any Business Meeting shall be provided to each Primary member at least ten days prior to the date of such Meeting. Such notice may be given by publication in the Club Newsletter. Each notice, or the Club Newsletter in which the notice is published, which is not delivered personally to a Primary member shall be deposited in Her Majesty's post, with postage prepaid, in an envelope (or with an address label affixed) addressed to that Primary member at his or her latest address according to the Club's records. Such notice shall be deemed to have been received on the third day next following the date of such deposit. Such notice shall specify the purpose of the meeting and its date, time and place. Any document to which the notice refers need not be delivered to the members if the notice specifies the address of a Website whereat the document may be viewed and a copy downloaded.
5. A Primary Family member shall be delivered by the Primary member who designated him or her, a copy of each notice of a Business Meeting which that Primary member receives, whether not contained in any edition of the Club newsletter, and of all other written material sent to him or her by the Club pursuant to any requirement of the Corporations Act (Ontario), forthwith after that Primary member receives the same.
6. Meetings of the members may be held at any place in Ontario. Two members present in person, each entitled to vote thereat and neither being a Family member in consequence of a designation as such by the other, shall constitute a quorum for a Business Meeting. Primary members and Primary Family members shall be the only classes of members entitled to vote at a Business Meeting.
7. The person chairing a meeting of either the members or the Board shall fix the procedure to be followed for the conduct of the meeting, which shall be in accordance with good corporate governance practices. For this purpose, adherence to the procedures set forth in

any edition of Robert's Rules of Order Newly Revised will be deemed to be in accordance with good corporate governance practices.

8. Meetings of the Board may be held at any place in or outside Ontario. At least forty-eight hours notice of a meeting of the Board shall be transmitted to each member of the Board by email or fax to his or her last known email address or fax number according to the records of the Club. The President, the Vice President or any two of the other members of the Board may call a meeting of the Board.
9. A majority of the then incumbent members of the Board shall constitute a quorum for a meeting of the Board.

#### ***ARTICLE VI - OFFICERS***

1. No person shall be eligible to hold an elected office with the Club unless he or she is a Primary member or a Primary Family member. If a Primary member or Primary Family member shall while holding an elective office with the Club become an Associate or Associate Family member, he or she shall in the discretion of the Board cease to hold such elective office. An individual holding an elective office with the Club who ceases to be a member of the Club shall thereupon cease to hold such office.
2. The elected officers of the Club shall comprise the President, the Vice-President, the Secretary, the Treasurer, the Director of Communications and five Directors. The elected officers shall serve one year ending November 30<sup>th</sup>.
3. The President shall be the chief executive officer of the Club and shall preside at all meetings of members of the Club and of the board of directors of the Club at which he is present. No person shall serve as President for more than two consecutive one-year terms.
4. The Vice President shall perform the duties and exercise the powers of the President in the absence of the President, and shall have such additional duties as may be fixed by the Board.

5. The Secretary shall take minutes of each meeting of the Board, and of each Business Meeting, and shall be responsible for all other secretarial work of the Club, including maintaining the minutes of meetings of the Board and of the members, and of resolutions passed in writing by the members of the Board, and maintaining the Club's other legal documents. An Assistant-Secretary may be appointed (and if appointed, also removed) by the President or the Board. In the absence of the Secretary, the Assistant Secretary shall perform the duties of the Secretary.
6. The Treasurer shall have charge of all funds deposited to the credit of the Club in such depositories as may be designated by the Board. The Treasurer shall out of the funds of the Club see to the payment of all financial obligations of the Club and keep proper records of receipts and expenditures, which shall at all times be open to the inspection of the Board. The Treasurer shall present a report of finances at each meeting of the Board and an Annual Report within thirty (30) days following the close of the Club's fiscal year. Signing authority is to be determined by the Board.
7. The Directors shall act as representatives of the membership at large. The Directors shall accept such specific responsibilities as from time to time are conferred upon them by the Board. They shall administer, with the other members of the Board, the business and financial affairs of the Club; direct, within Board policy, the programs of the Club for the current year; screen proposed policy changes; implement and/or promote implementation of Club policy; and participate as actively as possible in the affairs and committees of the Club. The Directors shall endeavour in good faith to attend all meetings of the Board and each meeting of the members. No person shall serve as a Director for more than three consecutive one-year terms.
8. The Board may create other offices, and by majority vote appoint persons to and remove them from those offices. The Board shall fix from time to time the powers and duties attached to any such office. No such powers or duties shall be duplicative of the powers or duties of any of the elected officers of the Club. The Board may abolish any such Board-created office.



9. Vacancies shall be filled as follows:

- (a) The President shall be succeeded by the Vice President, and a new Vice President shall be appointed by a majority vote of the Board.
- (b) A vacancy in any other office shall be filled by a person appointed to that office by a majority vote of the Board.
- (c) All appointments shall be for the duration of the unexpired term.

***ARTICLE VII - BOARD OF DIRECTORS***

- 1. The board of directors of the Club (the “**Board**”) shall consist of the elected officers and the most immediate past President available.
- 2. The business and affairs of the Club shall be overseen by the Board, which shall have ultimate power and authority in that regard. If a vote by the Board results in a tie with a past President having voted thereon, that past President's vote shall be excluded. In all other cases of a tie, the person chairing the meeting shall have a second or casting vote.
- 3. The members may, by a resolution passed by at least two-thirds of the votes cast at a Business Meeting of which notice specifying the intention to pass such resolution has been given, remove any member of the Board before the expiration of his or her term of office, and may, by a majority of the votes cast at that Business Meeting, elect any person in his or her stead for the remainder of the term.

***ARTICLE VIII - COMMITTEES***

- 1. The Board shall create such Standing Committees of the Board as the Board from time to time considers appropriate for the conduct of the Club’s activities, one of which shall be the Membership Committee. Each such Standing Committee shall be comprised of one or more members of the Board, as determined by the Board. The Board shall fix the powers and duties of each such Standing Committee.

2. The Board shall meet and collectively appoint the initial Standing Committees and their Chairpersons no later than each January 1<sup>st</sup>, and shall fix the regime for reporting to the Board by the Standing Committees.
3. The Board may also appoint from time to time one or more of its members as a committee (a "**Special Committee**") other than a Standing Committee and fix the powers and duties of such Special Committee.
4. The Chair of a Standing Committee or a Special Committee may be appointed by the Board, or by the President with the approval of the Board.
5. The Chair of a Committee of the Board appointed to conduct or oversee a Club event shall submit a financial statement for the event as required by the Board or the President.

#### ***ARTICLE IX – NOMINATING COMMITTEE***

1. The President, with the Board's approval, shall appoint a **Nominating Committee** and its Chairperson not later than July 1 of each year. The Nominating Committee shall consist of five or more (an odd number) Primary or Primary Family members and shall include:
  - (i) the immediate past President (if able and willing to serve)
  - (ii) the current President
  - (iii) one Director
  - (iv) from the general Membership, at least two persons each being either a Primary or a Primary Family member
2. A decision taken or approved by a majority of the members of the Nominating Committee shall be deemed to be a decision of the Nominating Committee.
3. The Nominating Committee shall nominate one or more candidates for each elected office and conduct the annual elections as prescribed in Article X.

4. The Nominating Committee shall solicit from the members written recommendations for nominations by the Nominating Committee, by publication in the August Newsletter and by announcement at the August meeting of the members. The Nominees of the Nominating Committee shall be announced to the members not later than October 15th, after securing permission of each candidate nominated. Such announcement shall be made in one or more of the following methods: by a Notice to that effect posted at the Club's Website; by publication in the Club's newsletter; by identifying in the form of ballot approved by the Nominating Committee those of the candidates named therein who have been so nominated and posting such form of ballot at the Club's Website.
5. The Nominating Committee shall also have the powers and duties specified in paragraphs 1, 4 and 6 of Article X.

### ***ARTICLE X - ELECTIONS***

1. The written ballot or ballots to be used for the annual election of officers, as well as the documents and methodology to be used for on-line voting at the Club Website, and all related matters pertaining to the annual election, must be approved by a majority of the members of the Nominating Committee.
2. The annual elections of officers of the Club shall occur at the November meeting of the members. Voting shall be by ballot if there is more than one candidate for an office.
3. The only persons eligible to be elected to an elective office at the annual election meeting shall be those Voting members nominated for such election (A) by the Nominating Committee, or (B) by a written nomination signed by not less than two Voting members (and if there are only two so signing and one of them is a Primary member, the other of them does not hold his or her membership by virtue of a designation by that Primary member) and submitted to the Chairperson of the Nominating Committee, or any two of the other members of the Nominating Committee, by that date which is the earlier of (i) seven days following the day on which the Nominating Committee first announces to the

members its Nominees for election at that election meeting, and (ii) the October 15 immediately preceding the date on which that annual election meeting is to be held.

4. A Voting member eligible to vote may do so by sending his or her completed ballot by mail to the postal address approved for that purpose by the Nominating Committee, provided that the ballot is received thereat by 8 p.m. (Toronto time) on the day immediately prior to the date on which the November meeting of the members is to be held (8 p.m. on such day is hereinafter referred to as the “**Deadline**”), or by sending a copy of his or her manually completed ballot by fax (but only if approved by the Nominating Committee) or e-mail (but also only if so approved) to the fax number or e-mail address approved for that purpose by the Nominating Committee, provided that the copy of the same so sent is received by the Deadline, or by voting on line at the Club Website in accordance with the format authorized or approved by the Nominating Committee. Voting on line at the Club Website shall be open until the Deadline.
5. No ballot which has been properly completed and submitted, whether before or at the meeting where the votes are to be tabulated, may be rescinded by the member who completed the same, whether or not by notice of rescission or by a ballot subsequently submitted, and any such notice of rescission or subsequent ballot shall be without effect.
6. The votes shall be tabulated by such individual or individuals as shall be appointed for that purpose by the Nominating Committee, and the results, if available, shall be reported to the persons present at the November meeting of the members.
7. Candidates elected shall take office on December 1st.
8. If for any reason one or more vacancies shall have arisen amongst the candidates who were standing for election with the result that less than all of the elective offices will be filled at the election meeting, the election shall proceed and the candidates who at the election meeting are elected by the members to elective offices shall take the offices to which they were elected and the vacant elective offices shall be filled by persons appointed to those respective elective offices by a majority vote of the Board.

## ***ARTICLE XI - OBLIGATIONS AND INDEBTEDNESS***

1. Only the elected officers or persons authorised by the Board to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or Officer of the Club by reason of any such corporate obligation or liability.
2. No elected Officer or any other person authorised to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club without prior approval of a majority of the Board, except for obligations incurred in the ordinary course of fulfilling his or her duties to the Club (as an example, the person in charge of the Driver's Education activities of the Club booking in the name of the Club the track whereat a particular Driver's Education Event is to be held, and signing on behalf of the Club the track rental agreement required in that regard).
3. No elected Officer or any other person authorised to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club which, reasonably, cannot be viewed as being for the benefit of the Club, nor shall the Board approve the incurring of any such obligation or indebtedness.
4. The incurring of any obligation or indebtedness in the name of the Club by any elected Officer or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club is required to pay in consequence thereof.
5. Should the Club be dissolved or go into liquidation, the assets of the Club shall be disbursed as required by law.

***ARTICLE XII - ACTS AND THINGS***

The Club shall be empowered to do all things and conduct all business necessary to carry out the general objectives of National and these Bylaws.

***ARTICLE XIII - AMENDMENTS TO THESE BYLAWS***

As provided in the Act, these Bylaws may be amended, repealed or re-enacted by the Board, but subject to the Act such an amendment, repeal or re-enactment shall only be effective until the next Business Meeting of the members unless confirmed thereat.

OCTOBER 2012

**ARTICLE XIV - REPEAL OF FORMER BYLAWS**

The Bylaws of the Club in force immediately prior to the enactment of these Bylaws are hereby repealed.

ENACTED by order of the board of directors of Porsche Club of America, Upper Canada Region Inc., this 2<sup>nd</sup> day of October, 2012.

---

Mario Marrello, President

---

Isabel Starck, Secretary

Confirmed by the members of the Club at a duly constituted meeting of the members held the    day of    , 2012.

---

Isabel Starck, Secretary