

**Table of Contents**

<b><u>Article</u></b>	<b><u>Page</u></b>
<b>Constitution</b>	<b>2</b>
<b>PART 1 – DEFINITIONS AND INTERPRETATION</b>	<b>3</b>
<b>PART 2 – MEMBERSHIP</b>	<b>3</b>
<b>PART 3 – GENERAL MEETINGS OF MEMBERS</b>	<b>5</b>
<b>PART 4 – DIRECTORS</b>	<b>8</b>
<b>PART 5 – DIRECTORS’ MEETINGS</b>	<b>9</b>
<b>PART 6 – BOARD POSITIONS</b>	<b>10</b>
<b>PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY</b>	<b>12</b>

**Constitution of the  
Vancouver Island Region Porsche Club of America**

The Porsche Club of America was founded to promote the interests of Porsche owners.

The general objectives of the Society, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- The highest standards of courtesy and safety on the roads
- The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social or other events as may be agreeable to the membership
- The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information
- The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals
- The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable
- The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable

**Bylaws of the  
Vancouver Island Region Porsche Club of America (VIRPCA)**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time

“**Board**” means the Directors of the Society

“**Bylaws**” means these Bylaws as altered from time to time

“**VIRPCA**” means Vancouver Island Region Porsche Club of America

“**PCA**” means Porsche Club of America

“**Society**” means Vancouver Island Region Porsche Club of America

**Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

**Conflict with Act or regulations**

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

**PART 2 – MEMBERSHIP**

**Application for membership**

2.1 A person may apply to the Porsche Club of America for membership in the Society; a person becomes a member on PCA’s acceptance of their application.

2.2 Categories of membership in the Society are:

- **Active** – Any owner, lessee or co-owner of a Porsche acceptable to VIRPCA, who is 18 years of age or older, having paid dues and fees as required.
- **Family Active** - An individual requested by an active member as his or her Family active member, restricted to persons 18 years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.
- **Associate** – Any active member who ceases to own, lease or co-own a Porsche while in good standing, or any person, employed by a Porsche-oriented business, interested in VIRPCA and its objectives having paid dues and fees as required.
- **Honourary** – Any person who, on the affirmative vote of the Board, is deemed to merit recognition for outstanding interest in or service to VIRPCA. Such

membership shall be limited to one year, but may, upon the affirmative vote of the Board be renewed.

- **Life** – Any person who, on the affirmative vote of the members, is deemed to have performed such extraordinary service to VIRPCA as to warrant this singular honour.
- **Affiliate** – A person, 18 years of age or older, named by the active member at the time of joining or at any renewal of membership in lieu of a family-active member.

### **Duties of members**

**2.3** Every member must

- (a) uphold the constitution of the Society and
- (b) comply with these Bylaws and
- (c) act in accordance with the PCA Code of *Ethics and Conduct* and the PCA Privacy Policy.

### **Voting Members**

**2.4** Active, Family Active and Affiliate members in good standing may vote at a general meeting of the Society.

### **Amount of membership dues and fees**

**2.5** The annual membership dues will be determined by PCA and any additional VIRPCA membership fee, over and above the PCA annual dues, must be determined by the Board and approved at a general meeting of the Members.

### **Member not in good standing**

**2.6** A member is not in good standing if that member fails to pay the annual PCA membership dues or the VIRPCA annual membership fees, if any. The member is not in good standing for so long as those dues and/or fees remain unpaid.

**Termination of membership if member not in good standing**

2.7 A person’s membership in the Society is terminated if the person is not in good standing for one month.

**PART 3 – GENERAL MEETINGS OF MEMBERS**

**Time and place of general meeting**

3.1 A general meeting must be held at the time and place the Board determines.

**Ordinary business at general meeting**

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order: the rules contained in the current edition of “Robert's Rules of Order Newly Revised” shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.
- (b) consideration of any financial statements of the Society presented to the meeting
- (c) consideration of the reports, if any, of the Directors or auditor
- (d) election or appointment of Directors
- (e) appointment of an auditor, if any
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution

**Notice of special business**

3.3 A notice of a general meeting must be issued at least 14 days in advance of the meeting date. Said notice must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

**Chair of general meeting**

- 3.4 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair
  - (b) if the Board has not appointed an individual to preside as the chair or that individual is unable to preside as the chair, then one of the following shall serve as chair:
    - (i) the president,
    - (ii) the vice-president, if the president is unable to preside as the chair, or
    - (iii) one of the other Directors present at the meeting, if both the president and vice-president are unable to preside as the chair

**Alternate chair of general meeting**

- 3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

**Quorum required**

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

**Quorum for general meetings**

- 3.7 Quorum for the transaction of business at a general meeting is 5 % of the voting members in good standing.

**Lack of quorum at commencement of meeting**

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Order of business at general meeting**

- 3.10** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary
- (b) determine that there is a quorum
- (c) approve the agenda
- (d) approve the minutes from the last general meeting
- (e) deal with unfinished business from the last general meeting
- (f) if the meeting is an annual general meeting,
  - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint Directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

**Methods of voting**

**3.11** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot

**Announcement of result**

**3.12** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**Online or Mail voting permitted at general meetings**

**3.13** Online or postal mail voting is permitted at general meetings. The Directors will determine an appropriate voting system and amended it from time to time as they see fit. The methodology will be described in detail in the VIRPCA Board Manual.

**Matters decided at general meeting by ordinary resolution**

**3.14** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

**PART 4 – DIRECTORS**

**Number of Directors**

- 4.1** The Society will have no fewer than 5 and no more than 12 Directors, all of whom are members in good standing.
- 4.2** Directors are elected to manage, or supervise the management of, the activities and internal affairs of the Society.
- 4.3** It is the duty of Directors to act honestly and in good faith with a view to the best interests of the Society.

**Election or appointment of Directors**

- 4.4 At each annual general meeting the members entitled to vote will elect Directors for a one year term.
- 4.5 An elected Director should serve no more than four consecutive one-year terms on the Board in the same position.

**Directors may fill casual vacancy on Board**

- 4.6 The Board may, at any time, appoint a voting member in good standing as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

**Term of appointment of director filling casual vacancy**

- 4.7 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

**PART 5 – DIRECTORS' MEETINGS**

**Calling a directors' meeting**

- 5.1 A Directors' meeting may be called by the president or by any two other Directors.
- 5.2 Directors' meetings are generally held once each month at South-, Mid- and North Island venues and members in good standing are invited to attend and participate in discussion.
- 5.3 Directors may meet in person or by other means as they choose such as by teleconferencing or videoconferencing.

**Notice of Directors' meeting**

- 5.4 At least two days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

**Proceedings valid despite omission to give notice**

- 5.5 The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

**Conduct of Directors' meetings**

- 5.6 The Directors may regulate their meetings and proceedings as they see fit.

**Quorum of Directors**

- 5.7 The quorum for the transaction of business at a Directors' meeting is a majority of the Directors with voting rights.

**PART 6 – BOARD POSITIONS**

**Election to Board positions**

- 6.1 Directors must be elected by the membership at an Annual General Meeting to the following positions and any Director, other than the President, may hold more than one position:
- (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer
  - (e) Director-at-Large North island
  - (f) Director-at-Large Mid island
  - (g) Director-at-Large South island
  - (h) Membership Director
  - (i) Director, Competition and Driver Education
  - (j) Newsletter Editor
  - (k) Website and Social Media Director

### **Role of President**

- 6.2 The President provides leadership to the Society, serves as the Chair of the Board of Directors and is responsible for supervising the other Directors and ensuring they fulfill their duties and responsibilities. The president is a member of all Society committees.
- 6.3 The scope of the President's responsibilities is described in PCA Regional Procedures Manual. The specific responsibilities of the VIRPCA President will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

### **Role of Vice President**

- 6.4 The Vice President is the Vice Chair of the Board and is responsible for carrying out the duties of the President when the President is unable to do so. The Vice-President shall assist the President in the conduct of the administrative affairs of the Society and perform such other duties as may be assigned by the President.
- 6.5 The scope of the Vice President's responsibilities is described in PCA Regional Procedures Manual. The specific responsibilities of the VIRPCA Vice President will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

### **Role of Secretary**

- 6.6 The Secretary causes to be recorded and preserved the minutes of the meetings of the Society and reads such minutes at the request of the president.
- 6.7 The scope of the Secretary's responsibilities is described in PCA Regional Procedures Manual. The specific responsibilities of the VIRPCA Secretary will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

### **Absence of Secretary from meeting**

- 6.8 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at that meeting.

## **Role of Treasurer**

- 6.9 The Treasurer keeps and preserves the records and books of account reflecting the financial condition and operation of the Society. The Treasurer has responsibility for all monies, debts, obligations and assets belonging to the Society.
- 6.10 The scope of the Treasurer's responsibilities is described in PCA Regional Procedures Manual. The specific responsibilities of the VIRPCA Treasurer will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

## **Role of a Director-at-Large**

- 6.11 A Director-at-Large has no specific portfolio responsibilities but will bring his or her knowledge and experience to the Board and reflect members' interests. Ideally, one Director-at-Large will reside in the northern part, one in the mid part and one in the south of Vancouver Island.
- 6.12 Specific responsibilities of the Directors-at-Large will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

## **Role of Membership Director**

- 6.13 The Membership Director focuses on initiatives to recruit and retain members of the Society.
- 6.14 The scope of the Membership Director's responsibilities is described in PCA Regional Procedures Manual. The specific responsibilities of the VIRPCA Membership Director will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

## **Role of Director, Competition and Driver Education**

- 6.15 The Director of Competition and Driver Education will develop and execute an annual plan to meet the members' needs in these areas.

6.16 The scope of the Director of Competition and Driver Education's responsibilities is described in PCA Regional Procedures Manual. The specific responsibilities of the VIRPCA Director of Competition and Driver Education will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

### **Role of Newsletter Editor**

6.17 The Newsletter Editor will prepare, edit and cause to be published a monthly, ideally, newsletter for the purpose of communicating information pertinent to the activities and operation of the Society.

6.18 The scope of a Newsletter Editor's responsibilities is described in PCA Regional Procedures Manual. Specific responsibilities of the Newsletter Editor will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

### **Role of Website and Social Media Director**

6.19 The Website and Social Media Director is responsible for the design and updating of the Society's website and its social media presence.

6.20 The scope of the Website and Social Media Director's responsibilities is described the PCA Regional Procedure Manual. Specific responsibilities of the Website and Social Media Director will be recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

### **Past President**

6.21 The immediate Past President, who continues to be an active member in good standing of the Society, may serve in an advisory capacity as a member of the Board but without vote. The immediate Past President is the person who most recently completed a term of office as president of the Society.

6.22 The specific responsibilities of the VIRPCA Past President will recorded in the VIRPCA Board Manual and revised from time to time as necessary by the Board.

**PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

**Remuneration of directors**

7.1 The Bylaws do not permit the Society to remunerate Director for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

**Signing authority**

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other Director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other Director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other Directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Approved by the members at the November 19, 2017 Annual General Meeting

John McGurran, President

19 November, 2017

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**John McGurran, President**

