

NATIONAL CAPITAL KART CLUB

CHARTER

Updated March 14, 2010

Article I Name

The Club shall operate under the name of “National Capital Kart Club” (N.C.K.C.) hereinafter for the purposes of this Charter and all related By-laws, referred to as the “Club”.

Article II Purpose

The purpose of the Club is to promote a fun, safe, competitive environment for the sport of karting in the Nation’s Capital.

Article III Objectives

The objectives of the Club are as follows:

- to promote and publicize two stroke, four stroke, and shifter kart racing with the aim of improving the recognition that karting is a legitimate motor sport;
- to foster a spirit of unity and comradeship amongst the karting fraternity;
- to provide a safe, clean and enjoyable environment in which individuals and families can enjoy kart racing as an activity;
- to provide information of interest to kart racers and owners;
- to organize and encourage the organization of karting events; and
- To foster the growth of our members in terms of their racing skills, social skills, leadership skills, and both personal and community self esteem.

Article IV Members

Membership in the Club shall be open to all persons interested in furthering the objectives of the Club. Members must conduct themselves in a manner that is respectful of others and the club objectives, and must sign a code of conduct as a condition of membership. Details of membership are further defined within By-law number one, the Procedural By-law of the Club

Article V Meetings and Required Notice

The members of the Club shall meet at least twice yearly and at such other times as may be deemed necessary by the President, or Vice-President in their absence. To ensure Members remain informed about the Club’s

activities, meetings will be held no less than once every quarter of each calendar year. Meetings shall be held as one of the following:

- 1) Bi-annual General Meetings;
- 2) Regular Club Meetings;
- 3) Special Meetings.

Bi-annual Meetings: Shall be held twice yearly at the call of the President. The first Bi-annual meeting shall be held within the first quarter of the fiscal year, and shall include as a minimum:

- 1) the adoption of By-laws Number One and Two (see Article IX); and,
- 2) the tabling and adoption of the Annual Budget.

The second Bi-annual meeting shall be within the fourth quarter of the fiscal year, and shall include as a minimum, the election of the Board of Directors and Officers for the upcoming fiscal year.

Notice to members for such meetings shall be given at least 30 days prior to the meeting via the Club website.

Regular Club Meetings: Shall be held at the call of the President for purposes of general discussion with the membership, to review actions taken by the Executive, or for any other reason deemed appropriate by the Executive.

Notice to members for such meetings shall be given at least 21 days prior to the meeting via the Club website.

Special Meetings: Shall be called by the President and only for the purposes defined below:

- 1) to amend the Charter,
- 2) to repeal or amend By-law number one or two,
- 3) to deal with a suspended member of the Board of Directors.

Notice to members of such meetings shall be given at least 14 days prior to the meeting via the Club website and regular mail to all registered members.

Article VI Governance

Day-to-day operations of the Club shall be governed by the Board of Directors, which shall operate as the Executive. The Executive Committee will be chaired by the President, or in their absence, the Vice-President. A quorum of the Executive will be a minimum of three members.

Executive Committee meetings are to be held at the call of the Chair, and wherever possible, seven days notice to the Executive members should be

provided. Minutes of all Executive Committee meetings shall be recorded, approved at the next subsequent meeting of the Executive Committee, and retained as a record of the proceedings. Formal decisions taken by the Executive Committee shall be properly moved and seconded, and duly noted in the minutes of the meeting.

Article VII Directors and Officers

With the exception of the Immediate Past President, the members, at the second Bi-annual General Meeting will elect the Board of Directors for the upcoming year. All Directors of the Club must hold valid Memberships. The Board of Directors shall include the following Officers:

President,
Vice-President,
Immediate Past President,
Secretary/Treasurer,
Operations Director
Rules Committee Chair.
Promotions Director

Term of Office for all positions shall be two years.

No track owner or dealer in kart chassis, motors or parts shall be eligible to serve on the Board of Directors. This shall include supporting and non-supporting dealers.

Duties of the Officers shall be outlined within the Procedural By-Law (see Article IX).

Officers of the Club may be suspended from their duties on the Board for any reason by a recorded unanimous vote of the balance of the full Executive, or by the Membership through the submission of a formal written petition to the President or Vice-President identifying the reason for the suspension and signed by a minimum of one-quarter (25%) of the registered members of the Club. The same process applies for committee members.

Suspended Officers will be required to either: 1) formally notify the Board of Directors of their intention to step down from the Board, or; 2) provide an explanation to the members in response to the suspension at a Special Meeting called for that purpose.

At such Special Meeting, the members will be required to either uphold the suspension and remove the individual from the Board of Directors, or reaffirm the individual to the Board and any Executive position previously held. This decision will be put to a vote of the members at that Special Meeting.

Every Director and his/her heirs, executors, and administrators, and other legal personal representatives shall from time to time and at all times, be indemnified and saved harmless by the Club from and against any liability and all costs, charges, and expenses which he/she sustains in respect of any action, suit, or proceeding that is proposed or commenced against him/her in respect of the execution of the duties of his/her office, unless such liability, costs, charges or expenses arise by virtue of his/her willful neglect or default or by reason of any fraud or misrepresentation determined by a court of law.

Directors may retire from the Board by giving written notice of intent to the any Executive Officer of the Club. The Executive may temporarily fill vacant positions on the Board through appointment. Temporarily filled positions will be deemed open for election at the next fall bi-annual meeting of the club.

Article VIII Committees and Their Duties

In addition to the Executive Committee, a standing committee entitled "Rules Committee" is hereby established. This Committee is to be chaired by the Director elected as the Rules Committee Chair, and reports directly to the Executive as a whole. The Rules Committee shall be responsible for:

- 1) investigating and maintaining a current file on the practices followed by other karting organizations with regard to guidelines for sporting events under their sanction;
- 2) formulation of guidelines by which NCKC sporting events shall be governed;
- 3) adjudication of said guidelines,
- 4) formulation of a program for sporting events throughout a given season; and
- 5) acting as the authority to which all questions pertaining to the sporting guidelines shall be addressed and from whence the position of the Club on issues pertaining to such guidelines shall come.

Members of the Rules Committee who have any form of involvement in any appeal in front of the Committee are automatically removed from that committee issue.

The Executive Committee may establish Standing and/or Special Committees, designate their mandate, duties, responsibilities, and term. Such Committees will be required to report via their Chairs to the Executive Committee and/or Club through the President. Membership on all Club committees will be open to all interested Club members. The Executive Committee will receive all expressions of interest from

Members wishing to sit on a Committee, and will recommend to the Club a roster of Committee Members for ratification by vote.

Article IX By-laws

By-laws of the Club are supplementary to the Charter. They are similar to laws in that they describe the way in which the Club should go about doing things in order to achieve the ideals of the Charter.

The Executive shall, at a minimum prepare and table annually two By-laws for adoption:

By-law Number One being a Procedural By-law that shall, as a minimum:

- 1) provide details on membership within the club as defined within Article IV of this Charter,
- 2) identify the members that are entitled to vote,
- 3) establish the voting procedures,
- 4) define responsibilities of the Officers,
- 5) define the election process for Officers,
- 6) address reimbursement of Officers,
- 7) identify the Execution of Instruments.

By-law Number Two being a By-law to deal with Racing Regulations, and, as a minimum shall:

- 1) Adopt the Supplementary Rule Book to ASN for the year, including the various classes, ages and weight requirements,
- 2) Establish fees,
- 3) Adopt a Budget, including capital purchases for the upcoming year.

In addition, the Club may from time to time, enact, repeal, and/or amend such By-laws as may be advisable for the operations of the Club, provided such By-laws are not in conflict with this Charter.

All By-laws, amendments and repeals, must be approved by a simple majority vote at the next duly constituted meeting of the Club, except for By-laws 1 and 2, that shall be tabled and voted on at either the first Bi-annual General Meeting of the fiscal year, or at a Special Meeting of the Club to be called for that purpose.

Unless otherwise specified, By-laws adopted by the Club come into effect on the date of adoption, and remain so until officially repealed.

Article X Fiscal Year

The fiscal year of the Club shall be from 12:00 AM on each January 1st to 11:59 PM on December 31st.

This Charter, current By-Laws, and all Club and Executive Minutes will be made available for viewing by members on the Internet.

NATIONAL CAPITAL KART CLUB

BY-LAW NO. 1 of 2010

Being a By-Law to establish procedural business requirements of the Club.

Section 1 Membership

Membership in the Club shall consist of Single, Family, Associate and Lifetime Members. Unless otherwise noted, the term 'Members' within this By-law shall refer to Single, Family, Associate or Lifetime Memberships.

- 1.1** Single memberships shall be issued to individual drivers and entitles the Member to one vote on any motion presented to the Club.
- 1.2** Family memberships shall be issued to families with more than one driver and includes one vote per registered driver.
- 1.3** Associate Members shall be issued to non-racing individuals interested in the Club, and entitles the Member to one vote on any motion presented to the Club.
- 1.4** Lifetime members are honorary memberships presented to persons who exceed all expectations in contributing over time to the health and well being of the club. Lifetime members are voted for by the executive and hold all the rank and privileges of a full single membership.
- 1.5** Dealers wishing to sell at any Club sanctioned event must hold a valid membership, and in addition must sponsor a minimum of one Club race class during the current year.
- 1.6** Members shall be entitled to receive a copy of the Supplementary Rule Book via download from the club web site. Each Member registered as a driver shall receive a membership card.
- 1.7** Membership application forms are to be made available on the Club website and can be submitted to any Officer of the Executive.
- 1.8** Memberships are valid from the Spring AGM of the current year to the Spring AGM of the subsequent year.
- 1.9** Memberships are not transferable for any reason.
- 1.10** Members may retire from the club by giving written notice of intent to any Executive Officer of the Club.
- 1.11** The Executive, at any time, may suspend a Member for just cause. Complaints against a Member shall only be considered if the

particulars of the complaint are formally submitted in writing to the President of the Club and signed by the Member making the complaint. Upon receipt of any formal complaint, the President shall refer it to the Executive Committee. The President shall provide the named Member with a copy of the complaint lodged against them, and an opportunity to be present at the meeting of the Executive Committee at which the complaint is to be reviewed. The Executive Committee will review the complaint, and may by majority vote, suspend the Member for such period as is deemed appropriate by the Executive.

Section 2 Voting

2.1 Decisions made by the Club, or Executive shall be by simple majority.

2.2 Votes may be held using a show of hands, or by secret ballot whichever the Executive Committee, and/or Club deems appropriate under the circumstances.

2.3 Except as provided for in Section 2.4, members must be present to vote.

2.4 Proxy votes are acceptable only for Bi-annual or Special Meetings, and must be submitted to a member of the Executive prior to the commencement of that meeting. Proxy forms are valid only for the meeting identified. Proxy forms are available on the Club website.

2.5 A quorum for either the Bi-annual or Special Meetings shall consist of a minimum of three members of the Executive Committee, and twenty-five (25)% of the registered Members. A quorum for a Regular Club meeting shall consist of a minimum of three members of the Executive Committee.

Section 3 Officers Responsibilities

3.1 The President shall be the Chief Executive Officer of the Club. He/she shall preside at all general meetings of the Club and the Executive Committee. The President shall only exercise voting rights to break a tie.

3.2 The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President. In addition, he/she shall perform other duties, as necessary, to assist the President in meeting the objectives of the Club.

3.3 The Immediate Past-President is an honorary position on the Executive Committee reserved for the out-going President. The position is meant to provide continuity in the Executive. While having no specific duties the Past-President is expected to advise the current Executive on

decisions made by the previous executive. The Immediate Past-President is an advisory position and therefore is non-voting.

- 3.4** The Secretary/Treasurer shall act as the Clerk of the Club. He/she shall attend all meetings of the Club and of the Executive Committee and shall record all minutes of the proceedings including motions voted on, and outcome. He/she shall be the Custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Club. In addition, he/she shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit or cause to be deposited, all monies or valuable effects in the name and to the credit of the Club in such bank or banks as may be designated by the Executive Committee. He/she shall disburse the funds of the Club as provided for in the budget, and under the direction of the Executive Committee taking proper vouchers/receipts and shall render to the Executive Committee whenever required of him/her an accounting of all transactions and a statement of the financial position of the Club. He/she shall be responsible for keeping an inventory of all Club assets and liabilities.
- 3.5** The general responsibilities of the Operations Director relate to operational race day functions such as the coordination of volunteers and any hired personnel that are required to run the events. The duties also include operational functions that relate to activities outside of race days including membership communications.
- 3.6** The Rules Chairman shall preside over the Rules Committee. He/she shall be responsible for the drafting, production and amendments of all Rules utilized by the Club. He/she shall oversee all technical aspects of the club including inspections and dispute resolutions.
- 3.7** The promotions Director shall be responsible for finding, encouraging, and enacting ways of growing the club through promotional means.

Section 4 Race Director and Track Officials

- 4.1** Although not an elected Director of the Club, the Executive Committee shall appoint an individual to act as “Race Director”
- 4.2** The Race Director will oversee the onsite direction and management of the sporting events sanctioned by the Club.
- 4.3** All Track Officials will take their direction from the Race Director only.
- 4.4** Any remuneration paid to the Race Director or other Track Official shall be done so at the discretion of the Executive Committee.

4.5 At NCKC club races, the clerk of the course (sometimes known as the race director) will have two (2) added responsibilities that are described under s.15(1) of the ASN regulations for “steward”:

- a. The right to authorize the modification of the race start procedures and the finish line
- b. Take the decision to stop a race.

The steward will at all times consider the input of the race director when making decisions under s. 15(1)

Section 5 Election Process

5.1 No less than two months prior to the fall Bi-annual Meeting, the Executive Committee shall appoint a Nominating Committee of three non-Executive Club Members who shall not later than one month prior to the meeting submit to the Executive Committee a list of candidates willing to stand for election for the vacant positions on the Board of Directors. Such a list may contain more than one name for each vacancy on the Board. All nominations shall be submitted in writing or via e-mail from the person being nominated, acknowledging his/her willingness to stand for election. Upon appointment, the names of the members on the Nominating Committee shall be made available for viewing by members on the Internet.

5.2 Each nominated Member shall be afforded an opportunity to state his/her platform at the fall Bi-annual Meeting prior to the commencement of the vote. Voting shall be carried out by secret ballot, the results of which shall be counted by two of the members of the Nominating Committee, and their declaration shall be sufficient evidence of the success of any candidate. Positions elected by five votes or less must be acknowledged, and may be subject to a recount if requested by any one of the individuals on the ballot for the position in question. The individual requesting the recount is entitled to have a scrutineer present at said recount. The Chair of the Nominating Committee shall then, upon declaration of the new Directors, direct that the ballots be destroyed.

Section 6 Reimbursement of Directors

Directors may be reimbursed for reasonable traveling and other expenses incurred in direct connection with the business affairs of the Club, only if such reimbursement is provided for within the Budget, and is expressly authorized by resolution of the Board of Directors.

Section 7 Execution of Instruments

7.1 "Contracts, documents or instruments" refers to written contracts, and includes mortgages, deeds, hypothecs, charges, conveyances, the transfer or assignment of real or personal property, immovable or movable, agreements, leases, releases or discharges for payment of money or other obligations, debentures, by-laws, or other securities, and all written documents intended to be binding on the Club

7.2 Executive approved contracts, documents or any other instruments in writing requiring the signature of the Club shall be signed by two (2) Officers. All such contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality.

7.3 The Executive Officers of the Club shall constitute the sole signing officers, and any two (2) shall have the power to execute all instruments in writing which are authorized by the Executive Committee. The Executive Committee may at any time, by resolution, authorize any two (2) specific Officers of the Club to act as sole signing officers for the purpose of signing all cheques and other banking documents. In the absence of such a resolution, any two (2) of the aforementioned Officers of the Club may sign all cheques and other banking documents on the behalf of the Club.

Section 8 Expenditure Limitations

8.1 The Club approved annual Budget is the underlying approval necessary for the expenditures made by the Executive.

8.2 Capital expenditures of a value greater than \$500, not specifically identified in the Budget must first be approved by the Membership prior to the commitment of the funds.

Section 9 Insurance and Indemnification

9.1 The President will purchase or cause to be purchased 'Directors and Officers' liability insurance appropriate to the Clubs operations.

9.2 The Club shall indemnify a director or officer of the Club, a former director or officer of the Club, or a person who acts or acted at the Club's request as a director or officer of a body corporate of which the Club is or was a shareholder or creditor, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director or officer of the Club or body corporate, if:

- (a) he/she acted honestly and in good faith with a view to the best interests of the Club; and,
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

This By-law was read and passed by the Members of the Club on March 1st, 2010

Al Costello, President

Dave North, Vice President

Dave North, Secretary/Treasurer

NATIONAL CAPITAL KART CLUB

BY-LAW NO. 2 of 2010

Being a By-law to establish the Sporting regulations of the Club.

Section 1 Establishment of Rules

- 1.1** The Club shall race under the sanctioning authority of ASN Canada FIA.
- 1.2** The Club will run all events according to, and abide by all rules as defined in the ASN Canada FIA Canadian Karting Regulations, with the exception being any and all amendments defined by the Club in the Supplementary Rules.
- 1.3** The Club will respect the need to maximize compatibility with other sanctioning bodies specifically ASN Canada FIA whenever possible in the areas of both engine and chassis specifications, and the conduct of racing events.
- 1.4** The Club hereby adopts the Supplementary Rules established within the “National Capital Kart Club 2010 Supplementary Rule Book”.
- 1.5** The Racing Schedule shall be prepared by the Executive Committee, and approved by a majority vote of the members present at a Club meeting. Once approved, amendments to the schedule require a 4/5 majority vote by members present at a Club meeting.
- 1.6** A class must have run a minimum of three quarters (3/4) of the scheduled races to be eligible for class championship trophies.

Section 2 Establishment of Fees

- 2.1** Membership fees for the current year shall be as follows:

Single	\$ 120.00
Family	\$ 155.00
Associate	\$ 40.00
Day	\$ 30.00

There will be an early-bird membership discount.
Membership fees are non-refundable in whole or in part.

- 2.2** Sponsorship fees shall be as directed by executive vote.
- 2.3** Racing fees shall be set by the Executive Committee.

Section 3 Adoption of the Annual Budget

The Club hereby adopts the Annual Budget attached to this By-law as Annex 'A'.

This By-law was read and passed by the Members of the Club on March 1st, 2010

Al Costello, President

Dave North, Vice President

Dave North, Secretary/Treasurer

NATIONAL CAPITAL KART CLUB

FORM OF PROXY

The undersigned member of the National Capital Kart Club hereby appoints

_____ as the proxy nominee of the undersigned
(name of proxy)

to attend, vote, and act for and on behalf of the undersigned at the

_____ meeting of the Members of the Club to be
(Bi-annual or Special)

held on _____ and any adjournment(s) thereof, to the
(date of meeting)

same extent and with the same power as if the undersigned were present at
the said meeting or any adjournment(s) thereof.

Dated this _____ day of _____ 2010.

Name of Member _____

Signature of Member _____