



By-Laws

National Capital Kart Club

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BE IT ENACTED as a By-law of the Corporation as follows:

1. SECTION – General

1.1. Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

- a) "**Act**" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "**Board**" means the Board of Directors of the Corporation and also the Executive Committee;
- d) "**By-law**" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

- e) "**Club**" means the Corporation named the "National Capital Kart Club" (N.C.K.C);
- f) "**Director**" means a member of the Board;
- g) "**Driver**" means a member who races karts and hold a Club license;
- h) "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;
- i) "**Proposal**" means a proposal submitted by a member of the Club that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- j) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- k) "**Rules**" means the sporting rules that will be enforced at all Club events during the current year;
- l) "**Schedule**" means the annual racing schedule for all races in the current year; and
- m) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2. Purpose

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

1.3. Objectives

The objectives of the Club are as follows:

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

1.4. Financial Year

The financial year end of the Club shall be December 31.

1.5. Banking Arrangements

The banking business of the Club shall be transacted at Alterna Savings or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by Directors of the Club or other persons as the Board may, by resolution from time to time, designate, direct or authorize.

1.6. Expenditure Limitations

The Club approved annual budget is the underlying approval necessary for the expenditures made by the Board.

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

1.7. Annual Financial Report

The annual financial report will be submitted to the members at the fall bi-annual meeting.

1.8. Racing Schedule

The Board shall each year propose the annual racing Schedule at the spring bi-annual meeting. The Schedule will take into account other regional races and series in order to minimize conflicts. The Schedule will be reviewed with the members and adjusted as needed. The Board will finalize the Schedule and post it on the Club website.

The Board shall have the right to change the Schedule during the year due to unforeseen events. Members will be notified promptly and the revised Schedule will be posted on the Club website.

1.9. Rules, Regulations and Policies

The Board shall each year propose the Rules. The Rules will be reviewed with the members at the spring bi-annual meeting. The Board will finalize the Rules and post them on the Club website. The Board may, from time to time, enact rules, regulations and policies relating to the rights and obligations of the members. These Rules, Regulations and Policies will be posted on the Club website.

2. SECTION - Membership

2.1. 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.

2.2. Membership Conditions

As part of the membership application, members must also sign a "Medical and Waiver Guidelines" and an "Agreement of Release" as a condition of membership. The Board

may impose other waivers or disclaimers as they become necessary and shall become part of the membership conditions.

Subject to the articles, there shall be one class or group of voting members in the Club. Each member shall be entitled to receive notice of, attend and vote at all members' meetings of the Club.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.3. Membership Group

Membership group of the Club consists of:

- a) Single memberships issued to individual Drivers and entitles the member to one vote on any motion presented to the Club.
- b) Family memberships issued to families with more than one Driver and includes one vote per registered Driver on any motion presented to the Club.
- c) Associate memberships issued to non-Drivers interested in the Club, and entitles the member to one vote on any motion presented to the Club.
- d) Lifetime memberships which are honorary memberships issued to persons who exceed all expectations in contributing over time to the health and well being of the Club. Lifetime members are proposed by the Board and voted by the members and hold all the rank and privileges of an associate member.

2.4. Duration

All memberships are valid from January 1 to December 31 of the current year with the exception of the lifetime membership which is lifetime.

2.5. Dealers

Dealers wishing to sell at any Club sanctioned event must hold a valid membership, and in addition be a sponsor. The sponsorship fee is determined by the Board yearly and described in the Annual Dues and Fees.

2.6. Rule Book and Membership Card

Members shall be entitled to receive a copy of the Rules including the Supplementary Rule Book via download from the Club web site.

Each Member registered as a Driver shall receive a membership card and a Driver Club License.

3. SECTION – Membership Dues, Fees, Termination and Discipline

3.1. Membership and Other Fees

The Board shall each year establish the annual membership dues, the racing fees and other fees.

The Board shall have the right to change the racing fees and other fees during the year to deal with unforeseen events.

3.2. Termination of Membership

A membership in the Club is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
- c) the member's term of membership expires; or
- d) the Club is liquidated and dissolved under the Act.

3.3. Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

3.4. Discipline of Members

The Board shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- a) violating any provision of the Articles, By-laws, or written Policies of the Club;
- b) carrying out any conduct which may be detrimental to the Club as determined by the Board in its sole discretion; or
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Club.

In the event that the Board determines that a member should be expelled or suspended from membership in the Club, the President, or such other officer as may be designated by the Board, shall provide two (2) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other Director as may be designated by the Board, in response to the notice received within such three (3) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Club. If written

submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further two (2) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4. SECTION – Members’ Meetings

4.1. Chair of the Meeting

The President shall preside at all members’ meetings of the Club.
The Vice-President will, in the absence of the President, perform the duties and exercise the powers of the President.

4.2. Persons Entitled to be Present

Members, non-members and Directors are entitled to be present at a members’ meeting. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, Articles and By-laws are entitled to make a motion and to cast a vote at the meeting.

4.3. Notice of Members’ Meeting

Notice of the time and place of a members’ meeting shall be given to each member entitled to vote at the meeting by email or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held.

4.4. Members Calling a Members' Meeting

The Board of Directors shall call a special members’ meeting in accordance with Section 167 of the Act, on written requisition of members carrying not less than 10% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.5. Bi-Annual Meetings

Shall be held twice yearly at the call of the President.

4.5.1. The spring bi-annual meeting shall include as a minimum:

- a) Presentation of the annual membership dues, the racing fees and other fees;
- b) Presentation of the Schedule;
- c) Presentation of the Rules; and
- d) The adoption of the annual budget.

4.5.2. The fall bi-annual meeting, also refer to as the annual general meeting, shall include as a minimum:

- a) The President Annual report;
- b) The adoption of the final financial report; and
- c) The election of new Board members.

4.6. Regular Meeting

Regular meetings may be held at the call of the President for purposes of general discussion with the members and to review actions taken by the Board.

4.7. Special Meeting

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

- a) To amend the By-laws;
- b) To deal with an unforeseen event that cannot wait until the next bi-annual meeting; or
- c) To deal with a suspended member of the Board.

4.8. Proposals

Subject to the Regulations under the Act, any Proposal must be signed by not less than five (5) members entitled to vote at the meeting at which the Proposal is to be presented and must submitted to the secretary of the Club seven (7) days before the members' meeting.

4.9. Place of Meeting

Members' meetings will be held at any place within the National Capital Region determined by the Board.

4.10. Quorum

4.10.1. A quorum for either the bi-annual or special meetings shall consist of a minimum of three (3) members of the Board, and twenty-five (25%) percent of the voting members.

4.10.2. A quorum for a regular Club meeting shall consist of a minimum of three (3) members of the Board and fifteen (15%) percent of the voting members.

4.11. Voting

- 4.11.1.** No member shall be entitled to vote at a members' meeting unless such member has paid all dues or fees.
- 4.11.2.** Unless otherwise specifically provided by the Act or the By-Laws, every question or motion submitted at any members' meeting and requiring a vote, shall be decided by a majority of votes.
- 4.11.3.** Votes may be held using a show of hands, or by secret ballot whichever the Board, or the Club deems appropriate under the circumstances.
- 4.11.4.** In the case of an equality of votes, the President of the meeting shall have a second casting vote in addition to the vote or votes to which he or she may be otherwise entitled.

4.12. Proxies

- 4.12.1.** Proxy votes are acceptable only for bi-annual and special meetings, and must be submitted to a member of the Board prior to the commencement of that meeting. Proxy forms are valid only for the meeting identified. Proxy forms are available on the Club website.
- 4.12.2.** Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to the Articles or By-laws of the Club to change this method of voting by members not in attendance at a members' meeting.

4.13. Votes to Govern

At any members' meeting every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot, the President in addition to an original vote shall have a second or casting vote.

5. SECTION - Election of Directors

5.1. Time

The election of the Directors will take place at the fall bi-annual members' meeting.

5.2. Proposals for Nominating Directors

A Proposal, for nomination for the election of Directors, may be submitted before or at the time of the meeting if supported by two (2) voting members.

5.3. Election Process

- 5.3.1.** The President shall consider all proposals for nomination for the election.
- 5.3.2.** All candidates being proposed shall be afforded an equal opportunity to state their platform.
- 5.3.3.** If the Proposals are equal to or less than the Director positions to fill, than the President shall ask the members to vote by a show of hands on a resolution to elect the proposed candidates.
- 5.3.4.** If the Proposals are more than the positions to fill the President shall ask for two members to volunteer, step forward, work with the Secretary to prepare ballots and organize the voting process under the follow conditions:
 - a) Voting will be by secret ballots;
 - b) All candidates names will appear on the ballots;
 - c) The ballots will be counted by the two (2) volunteers;
 - d) The candidate that gets the most votes gets the first Director position, the candidate that gets the second most votes gets the second Director position and so on until all the positions are filled; and
 - e) The declaration of the two (2) volunteers conducting the counts of the ballots shall be sufficient evidence of the success of any candidate.
- 5.3.5.** The President shall then, upon declaration of the new Directors, direct that the ballots be destroyed.

6. SECTION – Directors

6.1. Qualifications

Any person holding a paid and valid voting membership, described in 2.3, of the Club at the time of the election.

A Director must have a paid in full membership during his/her tenure in office.

6.2. Number of Directors

There shall be a minimum of three (3) and a maximum of seven (7) Directors.

6.3. Term of Office of Directors

The Directors shall be elected to hold office for a two (2) year term expiring not later than the close of the meeting of the members following the election.

6.4. Board Ethics

Directors shall disclose any possible conflict of interests and follow the Club code of conduct by signing the following documents:

- a) The Club Conflict of Interest; and
- b) The Club Code of Conduct.

6.5. Restrictions

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

6.6. Roles Fulfilled by the Directors

The Directors shall fulfill the following roles in the Club:

- a) President,
- b) Vice-President,
- c) Immediate Past President,
- d) Secretary/Treasurer,
- e) Operations Director
- f) Rules Committee Chairman.
- g) Promotions Director

A Director may fulfill more than one role as determined by the Board.

The list of Directors and their assigned roles will be posted on the Club website.

6.7. Indemnification

Directors may be indemnified for reasonable traveling and other expenses incurred in direct connection with the affairs of the Club, only if such reimbursement is provided for within the budget, and is expressly authorized by an Ordinary Resolution of the Board.

Directors may be indemnified for their contributions and work related to the affairs of the Club only if the Club is profitable and it is expressly authorized by an Ordinary Resolution of the Board. The indemnification if any, shall not be more than the cost of an early-bird single membership and be identified in the Annual Dues and Fees document.

6.8. Retirement

Directors may retire from the Board by giving written notice of intent to the President. A Director who passes away during his term in office is also considered retired. The Board may then temporarily fill the vacant position through appointment until the fall bi-annual meeting.

6.9. Insurance

The President shall purchase or cause to be purchased “General Liability and Directors & Officers Liability” insurance appropriate to the Club’s operations.

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; or
- 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.

7. SECTION – Board Meeting

7.1. Members

The Directors are the sole members of the Board. Day-to-day operations of the Club shall be governed and be operated by the Directors.

7.2. Governance

The President shall preside the Board meetings, or in his/her absence, the Vice-President.

7.3. Voting

Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote.

7.4. Quorum

A quorum shall consist of a minimum of three (3) Directors.

7.5. Calling of Meetings

Board Meetings may be called by the President, the Vice-President or any two (2) Directors at any time.

7.6. Notice of Meeting

Notice of the time and place of the meeting shall be at least seven (7) days before the meeting is to be held.

7.7. Minutes

Formal decisions shall be noted in the minutes of the meeting and duly posted on the Club website.

8. SECTION – Directors’ Responsibilities

8.1. President

The President shall be the Chief Executive Officer of the Club. He/she shall preside at all members and Board meetings of the Club.

8.2. Vice-President

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.

8.3. Immediate Past-President

The Immediate Past-President is an honorary position on the Board reserved for the outgoing President. The position is meant to provide continuity in the management of the Club. While having no specific duties the immediate past-president is expected to advise the current Board members on decisions made by the previous Boards. The immediate past-president is an advisory position and therefore is non-voting.

8.4. Secretary/Treasurer

The Secretary/Treasurer shall act as the clerk of the Club. He/she shall attend all meetings of the Club and of the Board 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 Board. He/she shall disburse the funds of the Club as provided for in the budget, and under the direction of the Board taking proper vouchers/receipts and shall render to the Board 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. In addition, he/she shall perform other duties, as necessary, to assist the President in meeting the objectives of the Club.

8.5. Operations Director

The general responsibilities of the Operations Director relates to operational race day functions such as the coordination of volunteers and any hired personnel that are required to run the events. In addition, he/she shall perform other duties, as necessary, to assist the President in meeting the objectives of the Club.

8.6. Promotions Director

The Promotions Director shall be responsible for finding, encouraging, and enacting ways of growing the Club. In addition, he/she shall perform other duties, as necessary, to assist the President in meeting the objectives of the Club.

8.7. Rules Committee Chairman

The Rules Committee 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.

9. SECTION - Committees

The Board, as it see fit, may establish Standing and/or Special Committees, designate their mandates, duties, responsibilities, and terms.

Such committees will be required to report via their chairs to the Board or Club through the President. Membership on all Club committees will be open to all interested Club members.

10. SECTION - Notices

10.1. Method of Giving Notices

Any formal notice or document required to be given hereunder shall be in writing and posted on the Club website. Any notices shall be deemed to have been given on the date of delivery if personally delivered or sent by electronic means such as email.

The Club may also use social media such as Facebook or Twitter to communicate with its members. Typically such means would be for operations and promotional purposes only. The Club website remains the main repository of formal notices and documents.

10.2. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

10.3. Omissions and Errors

The accidental omission to give any notice to any member, Director or member of a committee, or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

11. Execution of Instruments

11.1. Documents

These By-laws, the Rules, the Schedule, the Directors' names, the Annual Dues and Fees, the race Director and track official duties and responsibilities, the standing committee term of reference, the forms and other related documents will be made available for viewing and download by members of the Club on the Club website.

11.2. Signing Authority

The Directors 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 Board. The Board 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.

12. SECTION – Effective Date

12.1. By-laws and Effective Date

Subject to the articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Club. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next members' meeting or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be By-Laws of the Club, as enacted by the Directors of the Club by resolution on the _____ day of _____, 2014 and confirmed by members of the Club by Special Resolution on the _____ day of _____, 2014.

Date: _____

Signature of Director: _____

Printed name of Director: _____