

## **By-Laws of Acadia Region Porsche Club of America**

### Article I

#### Section 1

In these by-laws unless there be something in the subject of context inconsistent there with:

- a) "Society means Acadia Region of the Porsche Club of America Society;
- b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act
- c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

### Article II Memberships, dues and fees

#### Section 1 – Membership

The subscribers to the Memorandum of Association and such other person as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registrar of members accordingly.

For the purposes of registration, the number of members of the Society is unlisted.

Membership in the Society shall not be transferable. Membership in the Society shall be restricted to owners, lessees or co-owners of Porsches who are eighteen (18) years of age or older, and to such other persons interested in the Society and its objectives as provide in the Memorandum of Association of the Society. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche AG or its successor, which is powered by an engine that is, basically, one which was installed in such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned. The word "co-owner" – in addition to its usual meaning – shall include a person who holds a substantial stock ownership in a franchised Porsche dealership or distributorship.

#### Section 2 – Classes of Membership

- A. ACTIVE – any owner, lessee or co-owner of a Porsche acceptable to the Society, who is eighteen (18) years of age or older, having paid Society dues and fees as required, and may include (if requested by the active member) as a family active member, one other person of the active member's immediate family, also eighteen (18) years or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

- B. 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 the Society and its objectives having paid Society dues and fees as required. A person of the associate member's family who has been a family active member is in (A) above, may continue as a family associate member similarly.
- C. HONORARY – Any person who, on the affirmative vote of the Executive Council of the Porsche Club of America Inc. (the "National Club"), is deemed to merit recognition for outstanding interest in or service to the National Club. Such membership shall be limited to one (1) year, but may, upon the affirmative vote of the Executive Council be renewed.
- D. LIFE – Any person who, upon the three-fourths vote of the Board of Directors, is deemed to have performed such extraordinary service to the Society as to warrant this signal honour. A life member shall be considered as an Active member and may name a family member under (A) above.
- E. AFFILIATE MEMBER – A person, eighteen (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

### Section 3 – National and Regional Club Membership

No member may hold membership in the Society without at the same time being a member in good standing of the National Club.

### Section 4 – Membership Application

All applicants for membership to the National Club and to the Society shall be submitted to the National Club. The National Club shall either accept or reject the application. Where the application is sent to the National Club, the National Club may accept or reject the application on behalf of the Society. In case of rejection, the applicant or a member on behalf of the applicant may appeal to the National Club Executive Council whose decision, unless over ruled by a vote of at least two-thirds of the Society's members, shall be binding on the Society.

### Section 5 – Dues

Members shall pay such dues as stipulated by the National Club.

### Section 6 – Privileges

Members, including family members, in good standing shall be entitled to all the privileges of the Society, except that Honorary Members, Associate Members and Affiliate members shall be entitled neither to vote nor hold elective Society office, and except further that family active members, affiliate members and family associate members shall not be entitled to receive Porsche Panorama, the Acadian,

or any duplication of any mailing / electronic mailing to the active member. Ballots will be mailed / e-mailed to active member only with space for the vote of the family active member.

#### Section 7 – Suspension

Any member may be suspended by a two-thirds vote of the Directors of the Society, for infractions of Society or National Club rules or regulations or for action inimical to the general objectives or best interests of the National Club or Society. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard in person or through a representative by the Board of Directors or a committee appointed for the purpose, concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension for a definite time, terminate the suspension or expel the member, and its decision shall be final.

#### Section 8 – Resignation

Any member may resign by addressing a letter of resignation to the Secretary of the Society. The recipient shall inform the other of the resignation. Their resignation shall become effective upon receipt and all Society privileges shall terminate as of that date. An active member may terminate the membership of an Affiliate member named by written notification to the Society Secretary.

#### Article III – Elected Officers and Special Appointments

##### Section 1 – Elected Officers

The elected officers of the Society shall be a president, vice-president, secretary, and treasurer. Their terms of office shall be 2 years and shall end on December 31. No officer shall service in the same office more than two (2) consecutive years. No officer may continue in office if he/she shall move their residence beyond the area of the Society.

Every 2 Year Cycle the Vice President, Secretary and Treasurer will be elected as per “Article VI – Election of Officers” whereas the previous cycle Vice President will automatically fill the position of President. The previous cycle President will fill the role of Past President also for a 2 year term.

##### Section 2 – Special Appointments

The Board of Directors may appoint for a definite or indefinite term such executive positions as the Board requires and at such salary and expense arrangements as it shall determine. Such an appointment may be terminated by the Board of Directors.

#### Article IV – Officers and Board of Directors

##### Section 1 – First Directors

The subscribers to the Memorandum of Associate of the Society shall appoint the first directors of the Society.

##### Section 2 – Board of Directors

The elected officers and last past president continuing to be an active member of the Society shall constitute the Board of Directors of the Society. It shall be the responsibility of the Board to determine all matters of Society policy. The Board of Directors shall insure the proper conduct of the administrative affair of the Society, the fulfillment of duties by the officers and compliance with these By-Laws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by mail / e-mail canvass of the entire Board. All decisions of the Board of Directors to be arrived at by mail / e-mail canvass shall be by majority vote of the Board members voting. All decisions of the Board of Directors at any called meeting of the Board shall by a majority of the vote count by those members present. The president shall hold a casting or second vote in the event of an equality of votes. Two directors shall constitute a quorum.

#### Article V – Duties of Officers

##### Section 1 – Duties of President

The president shall preside at all meetings of the membership and the Board of Directors, and shall perform the duties usually appertaining to his office. He/she shall call at least one annual meeting of the Board of Directors per calendar year. He/she may call meetings of the Directors as he/she may see fit and shall call such a meeting at the request of any two Directors. The President shall cause to be published in the Society's official publication via e-mail or e-newsletter a semi-annual report on the status of the Society, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Society. In the absence of the President, the Vice-President shall preside and act as President. In case of his death, resignation or disqualification, the Vice-President shall become President.

##### Section 2 – Duties of the Vice-President

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 to him by the president.

##### Section 3 – Duties of the Secretary

The secretary shall attend all meetings of the Board of Directors and the members and shall keep full and complete minutes of the proceedings and of the votes cast thereat. He/she shall cause to be published in the Society's official publication via e-mail or e-newsletter notices of proposed and adopted amendments of these By-Laws and other matters relating to the proper conduct of the Society. The secretary shall have custody of the corporate seal at all times, as well as the Society's records. He/she shall perform all duties incident to his office required by law.

##### Section 4 – Duties of the Treasurer

The treasurer shall have custody of all monies, debts, obligations and assets belonging to the Society. He/she shall receive all monies of the Society and deposit them to the Society's account in a bank insured by the Canadian Deposit Insurance Corporation. He/she shall have direct control over – and supervision of – Society assets and of all payments of Society debts and obligations. He/she shall insure

strict compliance with these By-Laws in all matters pertaining to the financial affairs of the Society. The treasurer shall give bond at the Society's expense, in such amount as may be determined by the Board of Directors. He/she shall cause to be published in the Society's official publication via e-mail or e-newsletter a full and correct report annually on the financial status of the Society. He/she shall also give a full and correct report on the financial status of the Society at any meeting of the Board of Directors.

The treasurer shall cause to be maintained double-entry books of account that shall properly reflect the true and correct financial status of all receipts, disbursement, balances, assets and liabilities of the Society. All cheques or other orders for the payment of monies in the name of the Society shall be signed by the treasurer. The treasurer shall submit these books of account and records to a chartered accountant, at Society's expense, at the close of the fiscal year if directed by resolution of the Board of Directors.

#### Section 5 – Interim Appointments

In the event of the death, resignation, disability or disqualification of the President, Vice-President, Secretary or Treasurer, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term.

The Society may, by special resolution, remove any officer or director before the expiration of the period of office and appoint another person in his / her stead. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held office if he / she had not been removed.

#### Article VI – Election of Officers

##### Section 1 – Nominating Committee

The nominating committee, which shall consist of three (3) members, shall submit to the secretary at least two (2) months before the end of the fiscal year in which any elected office is about to be vacated, a slate of one or more nominees for those offices about to be vacated. Within thirty (30) days after receipt, the secretary shall cause a copy of the nominating committee's report to be mailed to each member of the report may be subsequently published in the Society's official publication, or both.

##### Section 2 – Nomination by the Members

Any two active members in good standing may nominate a member for office. Such nominations must be submitted to the secretary in writing and must include each member's signature, printed name, and must be received by the secretary at least sixty (60) days prior to the beginning of the fiscal year.

##### Section 3 – Notice of Elections

In the official publication / e-publication for the Society or in a notice mailed / e-mailed to each member, the secretary shall include a notice of election and a ballot setting forth the names of all nominees for office. The notice of election shall set a return date for the ballot.

#### Section 4 – Ballots

All balloting shall be by mail / e-mail, with names printed, votes shall be cast on standard-sized postcards or by return e-mail, indicating the member's choice of candidates and the offices for which they stand, and must be signed by the member. All ballots shall be mailed to the existing secretary, who shall tabulate the votes with one member present within fifteen (15) days of the return date.

#### Section 5 – Notice of Election Results

The secretary shall cause to be published the results of the election in the Society's official publication / e-publication, e-mail and website.

#### Article VII – Meeting

##### Section 1

- a) The ordinary or annual general meeting of the Society shall be held within five (5) months after the end of each fiscal year of the Society;
- b) An extraordinary general meeting of the Society may be called by the president or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of the Society.

##### Section 2

Three (3) days' notice of a meeting specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing through the PCA e-mail network. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered and it shall be sufficient to prove that the e-mail containing the notice was properly sent through the PCA e-mail network that provides a receipt indicating the number of members receiving the e-mail. The non-receipt of any notices by any member shall not invalidate the proceedings at any general meeting.

##### Section 3

At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of preceding general meeting;
- Considerations of the annual report of the directors
- Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

#### Section 4

No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five (5) members.

#### Article VIII – Fiscal Year

The fiscal year of the Society shall be the calendar year.

#### Article IX – Obligations and Indebtedness

##### Section 1 – Authority to incur obligations or indebtedness

Only the elected officers or persons authorized by the Board of Directors to act on behalf of the Society shall incur any obligation or indebtedness in the name of the Society. All obligations or indebtedness incurred in accordance with the provisions of these By-laws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member of office of the Society by reason or any corporate obligation or liability.

No elected officer or any other person authorized to act on behalf of the Board shall incur any obligations or indebtedness in the name of the Board or Society in excess of the sum of two hundred and fifty dollars (\$250.00) without prior approval of a majority of the Board, except for the following purposes:

- Printing, mailing, postage and stenographic expenses of the Society's official publication;
- Stationery and postage for ordinary administrative use;
- Club badges, emblems and membership cards

##### Section 2 – Unauthorized Obligations

No elected officer or any other person authorized to act on behalf of the Society shall incur any obligation or indebtedness in the name of the Society that is not for the general benefit of the entire membership of the Society, nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

##### Section 3 – Personal Liability for unauthorized obligation

The incurring of any obligation or indebtedness in the name of the Society by any elected officer or member in contravention of these By-Laws shall be an *ultra vires* act. The person or person responsible for such act or acts shall be personally liable, individually and collectively, to the Society in an amount equal to the obligations or indebtedness that the Society may be required to pay.

## Article X – Amendment of By-Laws

### Section 1 – Amendment of By-Laws

The Society may by special resolution make, amend or repeal by-laws not inconsistent with the Nova Scotia Societies Act or with its memorandum for the conduct and management of its activities and affairs.

### Section 2 – Proposed Amendments

The Board of Directors or two (2) members in good standing may propose amendments to these By-Laws. Amendments proposed by such members shall be submitted to the secretary in writing and shall be signed by each member.

### Section 3 – Notice of Proposed Amendments

The secretary shall cause to be published in the Society's official publication / e-publication / website any proposed amendment submitted to him/her within sixty (60) days thereafter, together with an explanation of the proposed amendments and the need therefore by its sponsors. Any member may submit statements of reasons against the adoption of any amendment to the editor. The proposed amendments and the explanations and needs shall again be published, together with a summary of any reasons against adoption that may have been submitted. A proxy shall be included specifying a return date of not less than thirty (30) days, nor more than forty-five (45) days from the date of final publication / e-publication or e-mail.

### Section 4 – Proxies

Votes for or against a proposed amendment to these By-Laws shall be cast at a general meeting with proxies permitted, signed by the members, with name printed. All proxies shall be mailed to the secretary and must be received no later than the date set forth in the notice of the meeting.

### Section 5 – Notice of Vote or Referendum Results

The secretary shall cause to be published the result of any vote on a proposed amendment in the Society's official publication.

## Article XI – Audit of Accounts

### Section 1

The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

### Section 2



The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he/she shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar with fourteen (14) days after the annual meeting in each year, as required by law.

## Article XII – Miscellaneous

### Section 1

The Society shall file with the registrar with its annual statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of directors, notice the registrar of the change.

### Section 2

The Society shall file with the registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.

### Section 3

Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the secretary.

### Section 4

The books and records of the Society may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting at the registered office of the Society.

### Section 5

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the president or the vice-president and the secretary, or otherwise as prescribed by resolution of the Board of Directors.

### Section 6

The borrowing powers of the Society may be exercised by special resolution members.