

**BY-LAW NUMBER 2**  
**A By-Law Relating Generally to the Transaction of the Affairs of**  
**RENNSPORT REGION - PORSCHE CLUB OF AMERICA**  
**and Repealing and Re-enacting By-Law No. 1**

**REPEAL**

1. Upon this by-law coming into force, By-Law Number 1 of the Corporation is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

**CORPORATE SEAL**

2. The seal, an impression whereof, is stamped in the margin hereof, shall be the corporate seal of the Corporation.

**CONDITIONS OF MEMBERSHIP**

3. Membership in the Corporation shall be limited to persons owning a Porsche automobile, their family members and their delegates, who are interested in furthering the objects of the Corporation and whose application for admission has received the approval of the membership chairperson. A Voting Member is defined as the person or persons shown as Member in good standing their Affiliate or Family Member in the PCA Rennsport Region data base within one month of the Annual General Meeting, or their nominee.

4. Membership fees shall be determined from time to time by the Board of Directors.

5. Any member who has not paid his/her membership fees will not be entitled to membership in the Corporation.

6. Any member may be required to resign by a minimum of seven (7) Directors' votes at a Directors' Meeting.

6a. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

6b. Any member whose actions are considered detrimental to the welfare of the Region shall, upon written notice to him or her, be given a hearing before the Board of Directors, who shall be empowered, with a majority vote, to discharge such member from the Region.

## **HEAD OFFICE**

7. The head office of the Corporation shall be located at the City of Ottawa, in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

## **BOARD OF DIRECTORS**

8. A board of ten (10) directors and the most immediate past president available shall manage the property and affairs of the Corporation. A majority of the elected directors shall constitute a quorum for the transaction of business. For clarity, the number of the Directors may be increased by by-law, but shall always be a fixed number.

9. To facilitate an efficient election process, a nominating committee of three members shall be appointed by the Board of Directors, and empowered with a mandate to assemble a slate of directors and officers for the forthcoming year. The nominating committee shall report back to the Board of Directors with their slate, at least 45 days prior to the Annual General Meeting. The Board of Directors has the option of accepting the entire slate, or rejecting the suggestions of the nominating committee in part or altogether, and nominating new directors of their own choosing. A final slate shall be made available to the general membership for voting purposes at least 32 days prior to the Annual General Meeting.

10. Any director shall be eligible for re-election, if otherwise qualified.

11. At each Annual General Meeting, directors shall be elected by a simple majority of the votes cast, by Voting Members to fill vacant positions.

## **VACANCIES - BOARD OF DIRECTORS**

12. The position of director shall be automatically vacated upon the happening of the following events:

a) if a director shall resign his position by delivering a written resignation to the secretary of the corporation;

b) if at a special general meeting of members, a resolution is passed by at least seventy per cent (70%) of the votes cast that a director be removed from his position;

c) if at a special general meeting of directors, a resolution is passed by six (6) out of ten (10) of the votes cast that a director be removed from his position;

d) on death.

13. Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among qualified members of the corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

14. Unless the contrary is specifically set out in this by-law, questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting, in addition to his original vote, shall have a second or a casting vote.

#### **MEETINGS AND NOTICE - BOARD OF DIRECTORS**

15. The Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all of the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors meetings may be formally called by the President or the Vice-President, or by the Secretary. Notice of such meetings shall be delivered, telephoned, faxed or e-mailed to each director not less than seven (7) days before the meeting is to take place or shall be mailed to each director not less than ten (10) days before the meeting is to take place.

16. Where all the directors present at or participating in a meeting have consented thereto, any director may participate in a meeting of the Board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such a meeting by such means is deemed for the purposes of the Act and these by-laws to be present at the meeting.

#### **ERRORS IN NOTICE - BOARD OF DIRECTORS**

17. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **REMUNERATION OF DIRECTORS**

18. Directors shall receive no remuneration for acting as such. A director may be reimbursed for reasonable expenses incurred by him in the performance of his duties, which may include attendance at board meetings, provided that said expense is pre-approved by majority vote of the board of directors. An individual director may not participate in the vote to receive his own expenses. Provided further that any director who is engaged in or is a member of a firm engaged in a profession (e.g. Chartered Accountant or Lawyer) may act in and be paid the usual professional costs for any service provided in connection with the administration of the affairs of the corporation.

19. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have the authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment or engagement.

## **INDEMNITIES TO DIRECTORS AND OTHERS**

20. Every director or officer of the Corporation or other person who undertakes any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any deed, act, matter or thing whatsoever, made done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

The Corporation shall also indemnify any director in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

## **POWERS OF DIRECTORS**

21. The Directors of the corporation shall be responsible for the administration and the affairs of the Corporation. Also, the Directors shall make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other things as the Corporation is by its charter or otherwise authorized to exercise or to do.

22. The Board of Directors may appoint committees whose members will hold their offices for a term of one (1) year, which year shall be concurrent with the term of the Board of Directors which appointed said committees. For greater certainty, the committees shall be accountable to, responsible to and shall report their activities to the Board of Directors.

23. The Board of Directors may appoint Chairs of Committees, which persons shall hold their offices for a term of one (1) year, which year shall be concurrent with the term of the Board of Directors which appoints said Chairs. For greater certainty, the Chairs shall be accountable to, responsible to and shall report their activities to the Board of Directors.

24. The minutes of the committees shall not be available to the general membership of the corporation, but shall be available to the Board of Directors. Each director shall receive a copy of said minutes from the Secretary.

25. The directors shall have the power to authorize expenditures on behalf of the Corporation as well as the power to make expenditures for the purpose of furthering the objects of the Corporation.

26. All funds and securities owned by the Corporation shall be lodged in the name of the Corporation with a chartered bank or other CDIC-insured financial institution. Said funds and securities may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms and conditions as the Board of Directors may prudently prescribe. No amount of funds shall be kept in any one financial institution in excess of the maximum CDIC-insured limit.

## **OFFICERS**

27. There shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as the Board of Directors may determine by Board of Director resolution from time to time. One person may hold more than one office, except the offices of President and Vice-President.

28. The Board of Directors of the Corporation may elect officers from among their number with a simple majority, following the annual election of such Board of Directors.

29. The officers of the Corporation shall hold their positions for a minimum of two (2) years from the date of their election or until their successors are properly elected.

30. All officers, in the absence of an agreement to the contrary, shall be subject to removal by the Board of Directors upon a two-thirds majority of votes cast, at any time, with or without cause. For greater clarity, the powers of the officers are vested in them by the Board of Directors. As a result, the officers are responsible to, accountable to and shall report their activities to the Board of Directors.

### **DUTIES AND POWERS OF OFFICERS**

31. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Board of Directors.

32. In the case of absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or director for the duration of the absence or inability or as the need requires.

33. The President shall be the Chairman of the Board of Directors of the Corporation. He shall preside at all meetings of the Board of Directors. His responsibility will be the general and active management of the affairs of the Corporation. At all times, the President is responsible to the Board of Directors.

34. The Vice-President shall, in the absence, the inability or the refusal to act of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

35. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities and disbursements of the Corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation and in such chartered bank or other CDIC-insured financial institution, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for disbursements, and shall render to the directors at the regular meetings of the board of Directors, or whenever they may require it, an accounting of all of the transactions and a statement of the financial position of the Corporation. He shall keep proper accounting records with respect to all other transactions affecting the financial position of the company. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

36. The Rennsport Board will endeavor to publish the Financial Statements of the corporation within 180 days of the end of the corporation's fiscal year, using one or more of the clubs' forms of mass communications.

37. The Secretary shall give or cause to be given notices of all meetings of the Board of Directors and of the members when directed to do so by the Board of Directors or the President, under whose supervision he shall be. He shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall have charge of the minute books of the Corporation and of the documents and registers referred to in paragraphs 109(1) (a) through (d) of the Corporations Act, namely a copy of the letters patent, all by-laws and resolutions, a members register and a directors register.

He shall be custodian of the corporate seal of the Corporation, which he shall deliver only by a resolution of the Board of Directors to do so and to such person as may be named in the resolution.

38. The duties of all other officers of the Corporation, if any, shall be determined by resolution of the Board of Directors.

39. If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall, in the case of the President or the Vice-President elect a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and in the case of any other officer, appoint a person to fill such vacancy.

#### **EXECUTION OF DOCUMENTS**

40. Deeds, transfers, licenses, contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by either the President or the Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

41. Contracts in the ordinary course of the corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board of Directors.

#### **ANNUAL AND OTHER MEETINGS OF MEMBERS**

42. The Annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place as the Board of Directors may determine and on such day as the said directors shall appoint.

43. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and if available auditors report shall be presented and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

44. The Board of Directors, the President or the Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation.

45. Fourteen (14) days prior notice shall be given to each member of any annual or special meeting of members. Notice may be given via one of the club's communication formats. Web, e-mail, Der Auspuff or mail. Voting Members present in person at a meeting shall constitute a quorum; provided that in no case may any meeting be held unless there are ten (10) members present in person. Each Voting Member present at a meeting shall have the right to exercise one vote.

46. The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

47. No Voting Member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless he has paid all fees then payable by him.

#### **MINUTES OF THE BOARD OF DIRECTORS AND COMMITTEES**

48. The minutes of the Boards of Directors or the minutes of the executive committee shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes from the Secretary.

#### **VOTING OF MEMBERS**

49. At all meetings of members of the Corporation, every question shall be determined by a majority of votes cast by Voting Members unless otherwise specifically provided by statute or by these by-laws.

#### **PROXIES**

50. All Voting Members are entitled to vote by proxy. Such proxy need not be himself a member, but before voting shall produce and deposit with the Secretary sufficient



appointment in writing from his constituent. A proxy shall be executed by the member or his attorney authorized in writing in the following form:

The undersigned member of RENNSPORT REGION - PORSCHE CLUB OF AMERICA, hereby appoints \_\_\_\_\_ of \_\_\_\_\_ as the proxy of the undersigned to attend and act at the \_\_\_\_\_ meeting of the members of the said Corporation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and at any adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment thereof.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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Signature of Member

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### **BORROWING**

51. The directors may from time to time,

(a) borrow money on the credit of the Corporation; or

(b) issue, sell or pledge securities of the Corporation; or

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts or rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time, the directors may authorize any director, officer or other delegate of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given there for, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

### **FINANCIAL YEAR**

52. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December, in each year.

## **AMENDMENT OF BY-LAWS**

53. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

53. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the Voting Members at a meeting called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

## **AUDITORS**

54. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The Board of Directors shall fix the remuneration of the auditor.

55. A person, other than a retiring auditor, is not capable of being appointed auditor at an annual meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given by a member of the corporation not less than fourteen (14) days before the annual meeting; and the corporation shall send a copy of any such notice to the retiring auditor and to the person it is intended to nominate, and shall give notice thereof to the members not less than seven (7) days before the annual meeting.

56. Voting Members, by a resolution passed by at least two-thirds of the votes cast at an annual general meeting of which notice specifying the attention to pass such resolution was given, may remove any auditor before the expiration of his term of office, and shall by a majority of the votes cast at that meeting appoint another auditor in his stead for the remainder of his term.

57. No person shall be appointed auditor of the corporation who is a director, officer or employee of the corporation or an affiliated corporation or who is a partner, employer or employee of any such director, officer or employee.

58. The auditor shall make a report to the members on the financial statement to be laid before the corporation at any annual meeting during his term of office and shall state in

his report whether in his opinion the financial statement referred to therein presents fairly the financial position of the corporation and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

**BOOKS AND RECORDS**

59. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

**RULES AND REGULATIONS**

60. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of such confirmation, shall at and from that time cease to have force and effect.

**INTERPRETATION**

61. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context requires otherwise, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and **vice versa**, and references to persons shall include firms and corporations.  
PASSED BY THE BOARD OF DIRECTORS, and sealed with the corporate seal this 18th day of March , 2010.



\_\_\_\_\_  
President

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Witness