

GENERAL POLICIES AND ORGANIZATION

A. HEAD OFFICE

1. LOCATION

The head office of the Corporation shall be located in the City of London in Middlesex County, Province of Ontario, Canada at a place therein where the business of the Corporation from time to time, will be carried on.

2. OTHER OFFICES

The Corporation may establish such other offices and agencies elsewhere in Canada as the National Executive Body may by resolution deem to be expedient.

B. CORPORATE SEAL

1. TYPE OF SEAL

The seal of the Corporation shall be in such form as shall be prescribed by the provisional directors of the Corporation and shall have the words "HISTORICAL AUTOMOBILE SOCIETY OF CANADA" (see example page 1 A). The seal shall be held in the custody of the National Executive Secretary for delivery only when authorized by the National Executive Body.

C. LOGO, STATIONERY & COLOURS

1. LOGO

The official logo of the Historical Automobile Society of Canada is that accepted by a motion of the Board of Directors in 1964. (See example page 1 A) The logo may be used on all H.A.S.C. National, Region, Chapter and Group stationery or flyers and papers etc. that are promoting 'in house' club events. Because of possible legal ramifications, permission shall be obtained from the National Body before the Society logo is used in conjunction with any other public profitable venture. This includes use on flyers, advertising, draws, raffles, promotional or gift materials etc. Such permission may be authorized by means of a motion passed at a National Meeting and duly recorded in the minutes of such meeting.

1. STATIONERY

Stationery emblazoned with the H.A.S.C. logo is available in reasonable quantities free of Charge to the Regions, Chapters and Groups from the National Custodian and should be used for official correspondence ~ (see example page 1 A).

2. COLOURS

The official colours of the Historical Automobile Society of Canada are red, green and gold.

D. CONDITIONS OF MEMBERSHIP

1. MEMBERSHIP

Membership in the Corporation shall be limited to persons interested in fostering and promoting the preservation of vehicles of antique and classic origin. Ownership of an antique vehicle is not a prerequisite of membership. Every member must pay a National membership fee excepting Honorary National members. See page 50 for Region, Chapter & Group Membership By-Laws. One (1) membership encompasses the member, his/her spouse (as named in full on the Society membership form) and any dependent children to the end of their eighteenth year (i.e., their

nineteenth birthday). To be sure that H.A.S.C. is an appropriate choice, guest attendance at one or more Society meets or events is suggested prior to joining.

2. VEHICLE 'INSPECTION' AGREEMENT

In its' formative years this Society laboured long and hard to achieve special rights for our authentic antique vehicles i.e., historic licence plates, special insurance rates etc. Such rights were granted due in large part to the way in which we restore, maintain and drive our special vehicles. Yearly H.A.S.C. Vehicle Inspections & Stickers are a self-policing measure to safeguard these rights. In signing the H.A.S.C. membership form, the member agrees to participate in Society 'Inspection Meets' with the understanding that these inspections are for Society purposes only and are not an endorsement of safety or compliance with provincial or federal requirements and each individual in-volved with the same should make independent enquiries as to whether or not they comply with safety requirements. Therefore, any antique vehicle that is brought to a Society meet (National, Region, Chapter or Group) must display a current H.A.S.C. Inspection Sticker (issued yearly at scheduled Inspection Meets). Failure to so display a current year sticker will result in that vehicle being considered unacceptable for official registration/recognition at the meet.

3. VOTING PRIVILEGES

One (1) membership provides voting privileges to both the member and his/her named spouse on a Region, Chapter and Group basis and at the Society Annual General Meeting. One (1) membership provides two (2) ballots in any National election that is held.

4. NATIONAL DUES

The National annual dues shall be determined by the National Executive Body on an annual basis at the National Meeting prior to the National Meeting at which the upcoming year's membership forms will be distributed (the National Membership Officer will give prior notice as to which National Meeting that will be). National (and other) dues are payable on December 1st yearly and considered delinquent after December 31st yearly. New memberships received on or after September 1st yearly will be regarded as paid for the following membership year.

5. REGION. CHAPTER & GROUP DUES

The Region, Chapter and Group dues shall be set by the National Executive Body on an annual basis at the National Meeting prior to the National Meeting at which the upcoming year's membership forms will be distributed (the National Membership Officer will give prior notice as to which National Meeting that will be). Regions, Chapters & Groups may apply in writing to the National Executive Secretary for changes in their dues structure. Such request must be received prior to the National Meeting at which dues are set. Any such requests will be considered by the National Executive Body at that meeting (and may be accepted, revised or denied).

6. REVOKING A MEMBERSHIP

Upon recommendation from any Region, Chapter or Group so requesting, any member may be denied membership; be asked to withdraw; or be required to resign after a majority vote of the members in attendance at any National Meeting or a special National level meeting called for such purpose. All aspects of such revoking of a membership shall be duly considered and a lawyer consulted, if necessary, prior to coming to a decision.

7. HONORARY MEMBERSHIPS

Honorary members are designated by the National Executive Body from time to time for meritorious service or outstanding reasons. A National President who has served two years in that office is automatically designated a lifetime Honorary Member of H.A.S.C. An Honorary Membership may be given for life (which is non-rescindable) or may be given for a designated

period of time as set by the National Body. A lifetime Honorary Member shall receive a permanent keepsake of this honour as decided upon by the National Body. The National Body shall waive National membership dues for the period of time covered by the Honorary Membership. The Honorary member is still responsible for returning an updated membership renewal form and the payment of any Regional, Associate or Group dues. Failure to return the form will result in the Honorary membership being struck from the Society membership. The spouse of any deceased Honorary member shall continue to receive this honour so long as is desired (same rules apply).

8. 'OUT OF ONTARIO' MEMBERSHIPS

'The Canadian Klaxon Only' memberships are available only to those persons residing outside the boundaries of the province of Ontario.

E. DEFINITION OF AN ANTIQUE VEHICLE

1. DEFINITION

The Historical Automobile Society of Canada (for Society purposes alone) recognizes a 20-year-old vehicle to be 'antique'. Thus, in 1998 all vehicles from 1978 and prior are eligible for listing in our club roster. Due to computer and space limitations a maximum of ten (10) vehicles may be listed per member.

F. FINANCIAL YEAR

1. TERM

The fiscal year of the Corporation, its Regions, Chapters and Groups shall be the calendar year.

G. REMUNERATION

1. ELIGIBILITY

As a rule, undertaking to hold and perform a position on any executive body within the Historical Automobile Society of Canada is a voluntary choice and as such, no remuneration is offered. The satisfaction of contributing to the Society, performing a job to the best of your ability and acknowledgement of such from your peers will usually be the only reward for your efforts. In extreme or unusual circumstances, some type of remuneration may be offered. These cases shall be deliberated on an individual basis as they may arise.

H. AUDITORS

1. APPOINTMENT

The members of the Corporation shall, when necessary, at the Annual General Meeting, appoint two (2) persons to jointly audit the financial accounts of the Corporation for the current fiscal year. These same persons shall annually conduct an audit of the National Custodian's financial books/physical inventory. (If, due to locations, this is not feasible, two other neutral persons may be designated to conduct this Custodial audit.)

2. ELIGIBILITY

No persons shall be eligible to serve as Auditor unless that person is a member (or the named spouse of a member) in good standing in the Society. Some financial back-ground or accounting experience is helpful in performing this job.

3. JOB AND TERM OF OFFICE

The Auditors will cause to be submitted at the Annual General Meeting an audited statement of accounts for the Corporation for the fiscal year ended December 31st past. The Auditors will hold office until the termination of the Annual General Meeting.

4. VACANCY

The National Executive Body may fill any casual vacancy in the Auditors office.

5. OTHER AUDITS

The Auditors shall, if directed by the Board of Directors and/or the National Executive Body, audit the financial books of any Region, Chapter or Group of the Corporation, or any National Event conducted by a Region, Chapter or Group on behalf of the Society.

6. OUTSIDE AUDITS

Every year or as directed by the National Executive Body, an outside accounting firm shall perform an independent audit of the Corporation's National accounting books. It shall be the responsibility of the National Executive Body to retain an accounting firm to perform this job (probably on a long-term basis).

I. SIGNATURES AND CERTIFICATION OF DOCUMENTS

1. DOCUMENT AUTHORIZATION

Contracts, documents or other instruments in writing requiring the signature of the Corporation shall be signed by any two of the following so long as such instrument has received approval by the National Executive Body: National President, National Vice President, National Executive Secretary or other Executive Officer approved by the National Executive Body. All such documents and instruments in writing so signed shall be binding on the Corporation without any further authorization or formality.

2. SPECIAL SIGNATURES

The National Executive Body shall have the power, from time to time, to appoint an Executive Officer (or Officers) on behalf of the Corporation, to sign special documents, contracts or instruments in writing.

3. SEAL OF APPROVAL

The Seal of the Corporation, when required, may be affixed to contracts, documents or instruments in writing signed by an Executive Officer (or Officers) appointed by resolution of the National Executive Body.

J. ADDITION OF NEW BY-LAWS

1. ADDITIONAL RULES AND REGULATIONS

The National Executive Body 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 General Meeting of the members of the Corporation, when they shall be confirmed. In default of such confirmation at such an Annual General Meeting of members, these rules and regulations shall, at and from that time, cease to have force and effect.

K. AMENDMENTS TO EXISTING BY-LAWS

1. AMENDMENT PROCEDURE

These By-Laws of the Society may be repealed or amended by a motion passed by the National Executive Body at a National Meeting. Such change(s) shall have force and effect only until the next Annual General Meeting of the members of the Corporation when the motion(s) shall be confirmed. In default of such confirmation at such an Annual General Meeting of members, the change(s) shall, at and from that time, cease to have force and effect and the original By-Law(s) shall again be effective.

L. MOTIONS

1. FORM

All motions affecting the By-Laws of H.A.S.C. presented for consideration at a National Meeting shall be in proper written form. (See example page 6A) Should a motion develop during the course of a National Meeting discussion; it shall be recorded in proper written form before a vote is taken. Motions that receive a majority vote shall have their written forms properly filed by the National Executive Secretary with a copy given to the Constitution & By-Laws Portfolio Chairperson. The exact wording of the motion shall be carefully noted on the distributed minutes of that meeting.

2. APPROVAL

At all meetings of the Corporation every motion shall be approved by a majority of votes unless otherwise specifically required by the Companies Act or these By-Laws.

M. ANNUAL GENERAL MEETING

1. ANNUAL GENERAL MEETING

The Annual General Meeting of the Historical Automobile Society of Canada will be held in January/February of each year on a date, time and place to be approved by the National Executive Body.

2. NOTICE OF ANNUAL GENERAL MEETING

Not less than ten days prior notice will be given to each Society member of any Annual General Meeting. It shall be the responsibility of the National Constitution & By-Laws Chairperson to arrange such notice be published in 'The Canadian Klaxon' along with a 'Notice of Motion' stating the By-Law changes which will be voted upon at that Annual General Meeting.

3. ANNUAL GENERAL MEETING QUORUM

At the Annual General Meeting of the Society a quorum will consist of a majority of: the members of the Board of Directors *PLUS* the National Executive Officers (excluding the National President) *PLUS* two (2) or more persons from the general membership.

4. ANNUAL GENERAL MEETING VOTING PRIVILEGES

Each member and his/her named spouse present at an Annual General Meeting shall have the right to exercise one vote each.

5. ANNUAL GENERAL MEETING AGENDA

The Annual General Meeting is held to fulfill the terms of our charter as a Corporation within Canada and as such must cover certain items. The agenda of the meeting will 1) call for written reports from all National Executive Officers and National Portfolio holders; 2) call for a Nominating/Appointments Committee Report; 3) individually introduce and jointly swear in the National Executive Body for the upcoming year and hand over the gavel; 4) confirm by way of a vote any amendments to the By-Laws that have been moved through the year; 5) appoint as

necessary internal financial auditors for the upcoming year; 6) recognize the Nominating/Appointments Committee for the upcoming year and charge them with their responsibilities; 7) designate those members who have earned an Honorary Membership; 8) address any other concerns (old or new) that are appropriate for discussion at a general membership meeting. It shall be the joint responsibility of the National President, National Vice-President and National Executive Secretary to prepare this agenda.

6. OATH OF OFFICE

As part of the Annual General Meeting Agenda, every member of the incoming National Executive Body shall rise as a group and swear the following 'Oath of Office':

"I, (name) swear to uphold the Constitution and By-Laws of the Historical Automobile Society of Canada to the very best of my ability, and to help in any way possible to foster and promote the preservation of vehicles of antique and classic origin. At all times I shall perform my duties honestly, lawfully and in good faith with a view to the best interests of this Corporation."

This oath will be administered by the Honorary National President of the Society or a senior past executive member who is not a part of the incoming executive body. This oath may be repeated at National Meetings if necessary for executives not able to be present at the Annual General Meeting. As part of this 'Oath of Office', the Society gavel shall be officially handed to the incoming National President at this time. (This ritual may be repeated again if desired, but must be performed officially at the Annual General Meeting.)

7. TURNOVER TO INCOMING EXECUTIVE

A specific time must be set aside either before or after (but during the same day or weekend as the Annual General Meeting) for a meeting of the retiring National Executive Body and the incoming National Executive Body. This time shall be used to welcome incoming persons, thank those retiring, and arrange for proper turnover of specifics relating to each position that is changing hands.

8. ANNUAL GENERAL MEETING MINUTES

The National Executive Secretary shall have the responsibility of correctly recording the minutes of the Annual General Meeting. Such minutes shall contain a brief synopsis of each report presented, copies of the National financial report and shall detail any changes made to the By-Laws of this Society. The Secretary shall distribute these minutes as promptly as possible following the Annual General Meeting, preferably with the next National Meeting notice. National Executive Body members should check these minutes promptly, make any necessary notes and file the minutes safely away for use at the next Annual General Meeting. This Society Handbook could be ideal for filing such minutes.

9. PROXY

The Annual General Meeting is the only meeting wherein any member in good standing (or named spouse of a member) may assign his/her vote by proxy to another member in good standing. This includes National Executive Officers, National Portfolio Chairpersons and members of the National Board of Directors.

O. SINGULAR/PLURAL MASCULINE/FEMININE

1. COVERAGE

In these By-Laws the singular shall include the plural and the plural the singular. The masculine shall include the feminine and the feminine the masculine.