

OTTAWA JAGUAR CLUB

# Official Constitution

By-Laws enacted the 6<sup>th</sup> day of February 1986, at the Annual General Meeting, and amended October 16, 1986, and February 12th, 2007, at the Annual General Meeting.

1. The objectives of the Ottawa Jaguar Club (OJC) are as stated herein, and its purpose is, in general:
  - a. To constitute an automobile club.
  - b. To provide a means for exchange of information, technical and otherwise, among those owning or having interest in Jaguar and Daimler automobiles.
  - c. To encourage interest in and support for automobile sport, and to hold and participate in such competitive events as are considered suitable for this particular automobile club, and to provide social occasions for its members.
  - d. To foster continuance of the Jaguar and Daimler automobiles and of their high quality.

2. For the purpose of this Constitution, the OJC defines a Jaguar or Daimler automobile as follows:

“Any model of Jaguar or Daimler including their respective factory designated powerplants.”

3. The fiscal year of the OJC shall be the calendar year, January 1 to December 31, both inclusive, and its Annual General Meeting shall be held in November of each year.
4. In addition to the Ottawa Jaguar Club’s Annual General Meeting in November of each year, there shall be held Regular Monthly Meetings of the members, as directed by the Executive. A Special General Meeting of the members shall be held within sixty days after a written request therefore, made by any five members in good standing, acting together, has been received by the Secretary.
5. Notice in writing and on the Club website stating the date, hour and place of the Annual General Meeting and of any Special General Meeting and the general nature of the business to be transacted thereat shall be made available to every member before the date of the meeting.
6. Not less than sixty days before the Annual General Meeting, the Directors shall appoint a Nominating Committee to bring in, not less than thirty days before the date

of the Annual General Meeting, nominations for the positions of Officers and Directors for the ensuing year. The names of the persons so nominated shall be published in the Notice of the Annual General Meeting. Other nominations may be made from the floor at that meeting by any member present..

7. At each Annual General Meeting, there shall be appointed by the members present, two club members to act as an audit committee for the Club for the following year.
8. A quorum for the transaction of business at the Annual general Meeting, or a Special General Meeting, or a Regular Monthly Meeting of the Club **shall not be less than twenty-five percent of voting members, then in good standing, including proxy votes**, and a quorum of the Board of Directors shall be four of them.
9. Any member in good standing shall have the right to cast one vote on any matter placed before an Annual, General, Special General or Regular Monthly Meeting of the Club, and to vote in the member's place and stead at such meeting may appoint in writing another member as his/her proxy, provided always that such written appointment shall be delivered to the Secretary not later than the opening of the meeting. Associate **and Life** Members do not have the right to cast any votes. The acceptance of any matter before an Annual General, Special General, or Regular Monthly Meeting not specified elsewhere in these By-Laws shall be by a simple majority of the quorum at such meeting.
- 10. Election of the Officers and of the Directors shall take place at the Club's Annual General Meeting. Election shall be by a show of hands and a simple majority shall be sufficient. The election of the Officers and Directors shall be for a term of one year commencing as of January 1<sup>st</sup> of the year following the election. Given the learning curve for several positions and the time needed to implement any meaningful changes, members should consider volunteering for a 2 year period.**
11. The Officers of the Ottawa Jaguar Club shall be:
  - President, Vice President, Secretary, Treasurer.
12. The Directors of the Club shall be its Officers and the Activities Director , Technical Events Director , Membership Director, Concours Chief Judge, Librarian, Jottings Editor, Facilities Manager, and Equipment Manager elected by the membership of the Club. In the event of a vacancy occurring amongst the Officers of the Club, that position shall be filled by the Board of Directors from amongst its own number, and if that or any other event creates a vacancy amongst the Directors who are not Officers, that vacancy shall be filled by the Board of Directors appointing to the position a member in good standing.
13. **The position of Advisor shall be filled by the immediate Past President or, failing that, any of the immediate past Officers.**

14. The affairs of the Club shall be controlled and managed by the Board of Directors, which shall meet **as required** and which shall have the power to appoint a Committee of members for any special purpose. Such committee is to report to the Board.
15. The **President** of the Club shall ensure the proper direction with regard to the members wishes and in the best interest of the Club. He/She may act as Master of Ceremony at official events of the Club and shall normally preside at all the Club's meetings, or, in his/her absence the Vice President, or, in the absence of both, any other Director. The President of the Club shall have the right to cast one (1) additional tie-breaking vote when and only when the event of a tie occurs at an Annual General, Special General, Regular Monthly or Board of Directors' meeting. This additional tie-breaking vote will not apply during elections. The President will have signing authority for all funds.
16. The **Vice President** of the Club, in addition to filling in for the President as needed, and when possible. The Vice President may be nominated to the next year's Executive in competition with other Club members.
17. The **Secretary** of the Club shall be responsible for and shall maintain Minutes of all meetings of the Directors and of the Club and shall be responsible for the safekeeping of the Club's papers, except financial records.. He/She shall be responsible for the preparation and mailing of the Notices referred to in By-Law No. 5. He/She shall provide an agenda/table of items for all meetings to the Chairperson presiding. The secretary may be nominated to the next year's Executive in competition with other Club members.
18. The **Treasurer** of the Club shall be responsible for the funds of the Club and shall see to the collection of all subscriptions and other monies that may be receivable and for the deposit of all monies to the credit of the Club in a financial institution, which shall be chosen by the Board of Directors and in which the account shall be maintained in the name of the Ottawa Jaguar Club. He/She **and/or** the President may sign all cheques payable out of the Club's account. He/She shall maintain a proper accounting record of all financial transactions and shall give at each regular meeting a brief summary of the Club's financial position. He/She shall prepare and submit to each Annual General Meeting a full and proper financial statement, signed by the Club's audit committee as having been found correct. **The Treasurer may be nominated to the next year's Executive in competition with other Club members.**
19. **The Activities Director** of the Club shall be responsible for organizing, or cause to be organized, the Club's social events such as, and not limited to: slaloms, track events, rallies, drives and picnics, and shall prepare and submit to the Club Executive a report of finances on each event. . **The term of office should not exceed one year, except that the officer may be nominated to the next year's Executive in competition with other Club members.**

20. The **Technical Director** shall be responsible for the organization of technical events. The term of office should not exceed one year, except that the officer may be nominated to the next year's Executive in competition with other Club members.
21. The Chief Judge shall be responsible for the conduct of the judging at any Club sponsored event that requires judging. He/she shall ensure that all judges in the Club or employed by the Club are qualified in accordance with JCNA rules and regulations.
22. The Editor and CO-Editor of the Jottings. The Club produces a high quality newsletter called the Jottings. The editor(s) are responsible for the collation and presentation of material in the newsletter. The members of the Club are responsible to provide the material.
23. The Chair of the Concours Committee is responsible for the organization and management of the any Concours D'Elegance. This committee will consist of the Chair and the Chief Judge and other members as required. The Chief Judge's responsibilities are listed above.
24. The Webmaster is appointed and is responsible for the maintenance of the Club website. The Club shall reimburse the webmaster for hosting and domain name expenses. The domain name ottawajaguarclub.com shall remain the property of the Ottawa Jaguar Club.
25. The Facilities and Equipment (F&E) Coordinator is responsible for the care control and maintenance of the Club's equipment. The F & E coordinator shall maintain an inventory of the Club's equipment and a loan register.
26. The Club Librarian is responsible for the custody of the reference documents and electronic media owned by the club. The Librarian shall maintain a record of such material.
27. The **Membership Director** of the Club shall be responsible for maintaining Club records of facts relating to membership and shall ensure an up-to-date mailing list of all members to be used only for the affairs with respect to the Club. He/She shall issue an authorized membership card to all members in good standing, and shall ensure that all monies received for membership and/or other Club matters be received by the Club's Treasurer. He/She shall give a brief report of membership status at all meetings. The term of office should not exceed one year, except that the officer may be nominated to the next year's Executive in competition  
  
with other Club members.
28. Membership in the Club shall be limited to:
  - a. **Member in Good Standing:**

A person, and their spouse where applicable, who show(s) an interest in a Jaguar or Daimler automobile and has paid the annual dues; or

**b. Associate Member**

Others who, in the unanimous opinion of the Board of Directors, have such qualifications and such interest in the type of activity engaged in by the Club that their membership will be of real value to the Club. Associate members shall not have the right to vote

c. Members, except Associate Members, shall pay an annual subscription, the amount of which shall be determined by the Board of Directors each year, and the subscription shall be due and payable not later than the thirty-first day of December in each year.

29. In return for the subscription dues being paid in full and on time, the Club shall provide for each Member, the following:

A newsletter concerning the regular monthly meetings; plus an authorized membership card which will include the member's name, membership number for the type and time period originally joined, signed by the Membership Director; a copy of the Constitution; and a membership roster. All members shall have access to the Club website. Each member shall receive a JCNA membership card and copies of the JCNA "Jaguar Journal", when issued by JCNA

30. Membership of any person may be terminated by the Board of Directors if:

- a. After written notice to him/her of the fact that his/her dues have remained unpaid for thirty-one days after payment of membership fees becomes due on 1 January annually, and when he/she has not paid them within fifteen days from and including the date of such notice; or
- b. After due enquiry, he/she be found to have conducted himself/herself, on one or more occasions, in a manner offensive to the members generally, unbecoming to the Ottawa Jaguar Club, or contrary to its best interest.
- c. Each member shall have the right to be heard by the Board of Directors in response to any proposal to terminate their membership

31. Each new member shall be given a copy of this constitution with their welcome package when joining the Club. It shall also be offered as a link to the Website.

32. There shall be no amendment of or addition to these By-Laws except by resolution adopted at an Annual general or a Special General Meeting of the Club by a vote of two-thirds of the members present and proxy votes delivered to the Secretary. Such amendment will be valid only if a quorum is present as described at paragraph 8 above. No such resolution shall be placed before such meeting unless the mover thereof shall have delivered to the Secretary, in

writing, his/her resolution not less than sixty days before the date of the meeting. In the Notice of the said meeting, the Secretary shall include the proposed resolution.