

# Bylaws of the Kitchener-Waterloo & Area Bug Club

Last updated August 26, 2024

**Last Comprehensive Review  
August 26, 2024**

The **Kitchener-Waterloo & Area Bug Club** is an incorporated not-for-profit interest and Volkswagen enthusiasts' club that is in Ontario, Canada, herein known as the Corporation.

The purpose of this Club shall be as follows:

- To promote the culture and enjoyment of the Volkswagen brand,
- To promote learning, comradery, and activities in a car club where members share a common interest,
- To enjoy, respect, and protect natural resources,
- To work collaboratively for the betterment of the Club, its events, and the VW culture through volunteerism and acts of giving,
- To promote, organize, and safely attend outings, meetings, cruises/excursions, and car events with special attention given to the traditional annual Bug Out event hosted by the Club and its volunteer members.

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## Section 1 – Directors

### Electing and Appointing Directors

#### 1.1 Who elects the directors?

The Members elect the Directors.

#### 1.2 How long do Directors serve?

Each Director's term of office will be from January 1<sup>st</sup> following the date of the meeting at which they are elected or appointed for a period of two years and until no later than December 31<sup>st</sup> following the date of the Members' Meeting at which successors are elected or appointed.

#### 1.3 How many Directors will there be?

There will be a minimum of three Directors and a maximum of seven Directors.

### Empty Seats

#### 1.4 In what situations does a Director cease holding office before the end of their term?

A Director will stop holding office immediately, if he/she:

- dies
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

The Board of Directors may remove a Director from office by passing a resolution at a Board Meeting with at least a majority (51%) of the votes cast by the Board.

#### 1.5 Can the Members remove a Director from office?

The Members may remove a Director before the end of their term of office by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast at that meeting by the Members. If a vacancy occurs because of the Board removing a Director, the Members may fill the vacancy by a majority vote at the time of a subsequent election.

#### 1.6 How are Board seats filled when they've been vacated mid-term?

Only a vote of the Members will fill a vacancy on the Board. Until which time an election to fill a vacancy can be held, the Board may appoint a Club member to hold that position temporarily if necessary to ensure continuity of the purpose of the Corporation.

## Committees

### 1.7 Can the Board delegate its powers to a Managing Director or Executive Committee?

The Board may appoint Directors to be a Managing Director or a committee of Directors and may delegate to the Managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

### 1.8 Who decides on the composition and rules of Board committees?

The Board will determine the composition and terms of reference for any committee of Directors. The Directors may dissolve any committee by passing a resolution at a Board Meeting with at least a majority (51%) of the votes cast by the Board.

## Paying Directors

### 1.9 Can we pay Directors for their work as Directors or in other capacities?

The Directors will fulfil their role as Directors without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director and will not receive remuneration for a role in any other capacity.

## Section 2 – Board Meetings

### Calling a Board Meeting

#### 2.1 Who can call Board Meetings?

Any Director at any time may call a meeting of the Directors on notice as required by the Notices Section of these Bylaws.

### Board Meeting Notices

#### 2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of these Bylaws.

#### 2.3 How long in advance does the notice have to be given?

Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held.

#### 2.4 How should notice be given?

Notice must be given according to requirements set out in the Notices Section of these Bylaws.

## **2.5 When can we have a Board Meeting without advanced notice?**

Notice of a meeting is not necessary if:

- a. all the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors (defined as a presence of 50% + 1) is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

## Conducting Board Meetings

### **2.6 Who will chair Board Meetings? What if they are absent?**

The Chairperson will oversee Board Meetings. If the Chairperson is absent, the Directors present will choose a Director to act as the Chair.

### **2.7 How will voting be conducted at the Board Meeting?**

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

### **2.8 Will the Chair have the power to break ties?**

In case of an equality of votes, the Chair will have a second vote or casting vote.

## Phone and e-Meetings

### **2.9 Can Directors join Board Meetings online or by phone?**

If all the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means. Best efforts will be made to ensure participation with consideration given to facility/technology resource and issues.

## Section 3 – Officers

## Appointments and Removals

### **3.1 What Officers can the Board appoint?**

The Board will appoint from among the Directors a Chair, President, Treasurer, Secretary, Communications Manager and Membership Manager at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign

from time to time.

**3.2 Can one person hold more than one office?**

The same person may hold two or more offices of the Corporation.

**3.3 Who can remove an Officer?**

The Directors may remove an Officer by passing a resolution at a Board Meeting with at least a majority (51%) of the votes cast by the Board.

**3.4 For what reasons may an Officer be removed?**

An Officer may be removed for reasons that are at the discretion of the Directors in consultation with the President.

## Section 4 – Conflicts of Interest

**4.1 Are Directors required to disclose any conflict of interest?**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

**4.2 Are Directors who have a conflict of interest allowed to vote?**

No such Director shall attend any part of a meeting or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

## Section 5 – Members

**5.1 How many classes of Membership are there?**

Membership in the Corporation shall consist of 1 class of Members.

**5.2 Will the incorporators be members of the corporation?**

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

**5.3 How does someone become a Member?**

Membership will consist of individuals or families who have applied and been accepted for General Members membership in the Corporation.

**5.4 What rights do Members have?**

As set out in the articles, each Membership, which may be an individual or family, of the General Members class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Membership of the General Members class will be entitled to one (1) vote at such meetings.



(i.e.: voting power is restricted to one vote per Membership, whether it be an individual or family membership).

**5.5 How does membership end?**

Membership in General Members class automatically terminates if the Member resigns, if membership dues are in arrears, or such membership is otherwise ended according to the Act. Membership may be terminated by the Board if the Member evidences theft, mismanagement, perjury, conflict of interest, lack of fulfillment of responsibilities towards other Members, not upholding the values and vision of the Club, harassment, discrimination, vandalism and/or aggression.

**5.6 How long does membership last?**

The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation.

Transferral of Membership

**5.7 Can Members transfer their Membership to others?**

Membership in the Corporation is not transferable.

Discipline of Members

**5.8 Who can terminate membership?**

The Board may pass a resolution authorizing the termination of Membership for violating Rules of Conduct or other policies, unsafe or illegal operation of vehicles during Club events, or violating our bylaws including but not limited to evidence of theft, mismanagement, perjury, conflict of interest, lack of fulfillment of duties, not upholding the values and vision of the Club, discrimination, harassment, vandalism, and/or aggression.

**5.9 How much advanced notice must the Board give the Member?**

The Directors must provide 15 days written notice to a Member before passing the above-mentioned resolution.

**5.10 What information should the notice include?**

The notice will set out the reasons for termination of membership.

**5.11 Does the Member have a right to respond?**

The Member receiving the notice is entitled to give the Directors a written submission addressing the termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding termination of membership.

## Section 6 – Members’ Meetings

### Annual Members’ Meeting

#### 6.1 **When and where will the Annual Members’ Meeting be held?**

The Board will decide the date and place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario.

#### 6.2 **What will the agenda of the Annual Members’ Meeting (AGM) be?**

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous year
- d. Approve the budget for upcoming fiscal year
- e. Receive a report from the auditor or the person appointed to review the nonprofit’s finances as may have been required
- f. Reappoint the auditor or appoint a new public accountant to do an audit or engagement report review, if required
- g. Elect directors, and
- h. Manage any new or special business that was included in the notice of the meeting.

#### 6.3 **Can anything be added to the agenda? If so, how?**

Voting Members have a right to submit written proposals to be added to the agenda. Proposals must be submitted in writing to the Board no less than 14 days prior to the Annual Members’ Meeting, so that such an item of new business can be included on the agenda of the Annual Members’ Meeting. No other items of business shall be included on the agenda for the Annual Members’ Meeting without prior knowledge.

#### 6.4 **Do Members have a right to access financial documents ahead of the meeting?**

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of any required and approved financial statements, any required auditor’s or review engagement report and/or other financial information required by the Bylaws or articles.

### Special Members’ Meetings

#### 6.5 **Who can call a Special Members’ Meeting?**

The Directors may call a Special Members’ Meeting.

### Notice

#### 6.6 **Do we have to give advanced notice of Members’ Meetings? If so, what criteria must it meet?**

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written

notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of these Bylaws to each Member and to the auditor or person appointed to conduct a review engagement, if an audit or review engagement was required.

**6.7 How much detail must the notice contain?**

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

## Phone and e-Meetings

**6.8 Can Members join Members' Meetings online or by phone?**

No, a Member may not participate in Members' Meetings by telephone or electronic means.

## Quorum

**6.9 What is quorum?**

Quorum for Members' meetings is defined as 20 Members who are eligible to vote or 10% of membership that is eligible to vote, whichever is lower.

**6.10 What happens if you lose quorum part way through the meeting?**

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## Chair of the Meeting

**6.11 Who will chair Members' Meetings?**

The Chairperson shall be the Chair of the Members' Meeting.

**6.12 Who will chair Members' Meetings if the Chair is absent?**

In the Chairperson's absence, the Members present at any Members' meeting will choose another Director as Chair. If no Director is present, or if all the Directors present decline to act as Chair, the Members present will choose a Member present to chair the meeting.

## Voting

**6.13 How many votes will be necessary to pass a resolution?**

Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

**6.14 How many votes will each Member have?**

Each voting Member will be entitled to one vote at any Members' Meeting. Voting power is restricted to one vote per Membership, whether it be an individual or family membership.

**6.15 Can Members vote by proxy?**

If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member, in writing, to vote for them by proxy.

**6.16 How will votes be taken?**

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

**6.17 Can anyone demand a written ballot?**

Before or after a show of hands has been taken on any question, any Member may demand a written ballot. A written ballot so required or demanded will be taken in such manner as the Chair of the meeting directs.

**6.18 Will the Chair of the meeting have a vote?**

The Chair of the meeting, if a voting Member, will have a vote.

**6.19 What if there's a tie vote?**

If there is a tie vote, the Chair of the meeting must call for a written ballot. The Chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

**6.20 How will a vote by show of hands be recorded?**

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**6.21 Will abstentions be counted as votes?**

An abstention will not be considered a vote cast.

## Attendance

**6.22 Who has a right to attend Members' Meetings?**

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if 51% of the Directors invite them.

## Section 7 – Notices

### 7.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- By e-mail on record with the Corporation,
- By exception only, in writing to the latest mailing address on file with the Club.

### 7.2 Where should notices be sent?

Notices mentioned above will be sent to any such Member or Director at their latest e-mail address or mailing address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business e-mail or mailing address.

### 7.3 Can the right to notice be waived?

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

### 7.4 Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

### 7.5 What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

## Section 8 – Finances & Signing Authority

### 8.1 When does our financial year end?

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

### 8.2 Does the Corporation have a corporate seal? If so, who will oversee the corporate seal and its use?

Yes, the Corporation has a corporate seal.

The secretary of the Corporation will oversee the corporate seal and its use. Otherwise, the President will oversee the corporate seal and its use.

### **8.3 Who has authority to sign legal documents on behalf of the Corporation?**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director may certify a copy of any instrument, resolution, Bylaws or other document of the Corporation to be a true copy thereof. Cheques and banking documents require the signature of the Treasurer or President.

## **Section 9 – Adoption and Amendment of Bylaws**

### **9.1 What percentage of Member support does it take to change these Bylaws?**

The Members may from time to time amend these Bylaws with 51% of the votes cast at a Members' Meeting.

### **9.2 Can the Board change the Bylaws between Members' Meetings?**

The Board may from time to time in accordance with the Act pass or amend these Bylaws.

### **9.3 Can the Board create new Bylaws or change the Bylaws on their own?**

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaws or Bylaws changes.

## **Section 10 – Definitions & Interpretation**

### **10.1 Definitions**

In these Bylaws, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the Board of Directors of the Corporation;
- c. "Bylaws" means this Bylaw (including the schedules and resolutions to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the Chairperson of the Board or person assigned the role of "Chair";
- e. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- g. "Member" and "General Member" means a member of the Corporation;
- h. "Members" and "General Membership" means the collective membership of the Corporation;
- and
- i. "Officer" means an Officer of the Corporation.

#### **10.2 What if something isn't defined above?**

Other than as specified in the Definitions section, all terms contained in these Bylaws that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

#### **10.3 What if part of the Bylaws is invalid?**

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

#### **10.4 What if parts of the Bylaws are inconsistent with the Articles or Act?**

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles, or the Act will prevail.

### **Section 11 – Legally Protecting Directors, Officers and Others**

#### **11.1 Will Directors, Officers, and Club activities be protected against liability?**

The Directors, Officers, and Members of the Corporation will be assured that liability insurance and Directors and Officers insurance will be maintained by the Corporation. The Corporation's assets, present or future, will not be used to indemnify any individual or group.

#### **11.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities?**

Directors, Officers and Members of the Corporation are expected to:

- a. comply with the Act and the Corporation's articles and Bylaws, and
- b. exercise their powers and discharge their duties in accordance with the Act.

### **Section 12 – Dissolution**

#### **12.1 How will dissolution be decided?**

At least two thirds (2/3) of the total membership must vote in favor of dissolution, in which case proper notification will be given by the Board to the Province of Ontario.

#### **12.2 How will assets be distributed?**

Under the direction of the Board and in compliance with the stated purpose of engaging in acts of giving, material assets will be sold, outstanding debts will be paid, and the remaining cash assets will be donated to local registered charities agreed upon by the current membership through a vote.

## Appendix 1: Rules of Conduct During Club Events

1. All touring and car show/Club events shall be subject to approval of the Board. All cruises will be under the guidance of a Trip Master appointed by the Board. All car show/Club events will be under the guidance of appointed organizers/volunteer committees.
2. All Members are responsible to the guidance of the appointed Trip Master and his/her appointed assistants from the set time of the beginning of cruise to the termination of the cruise, and to the guidance of organizers/volunteer committees at car show/Club events. All Members, as fully licensed drivers in the Province of Ontario, are responsible for their own decision-making regarding care and control of their own vehicles, and shall abide by the Ministry of Transportation Rules, Laws, and Regulations, the Highway Traffic Act, and municipal laws and by-laws during a cruise.
3. All events must be conducted in an orderly manner and with safety as the prime consideration.
4. All passengers in a vehicle are the responsibility of the owners and operators of the vehicle.
5. All competitive events shall be under the direct authority, supervision, and control of the Board. The Directors shall determine entrance classifications and regulations for various events and shall approve trophies and awards to be presented, unless a Committee has been established for this sole purpose. Vehicles participating in or entering Club activities and events will do so at the risk of the owner(s) and must be roadworthy, licensed, and meet the safety standards of the Province of Ontario. All Members and guests participating in an event shall abide by the Ministry of Transportation Rules, Laws, and Regulations, the Highway Traffic Act, and municipal laws and by-laws.



Passed by the Board of Directors and sealed with the corporation seal the 26th day of August, 2024.

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Stephen Hill

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Jennifer Holmes-Dziuba

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Melissa Brown

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Mark Brown

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Chris Adam

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Mike Vanderliek

Confirmed by the Members of the Corporation the 1st day of October, 2024.

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Stephen Hill

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Jennifer Holmes-Dziuba

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Melissa Brown

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Mark Brown

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Chris Adam

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Mike Vanderliek