



Toronto Kart Club

CONSTITUTION

NAME

The name of the organization will be the “Toronto Kart Club” hereinafter for the purposes of this Constitution and By-Laws, referred to as the “Club”.

PURPOSE

The Toronto Kart Club is a local, volunteer, non-profit organization dedicated to the organization and promotion of amateur competitive kart racing activities within a safe, enjoyable family environment.

OBJECTIVES

1. To promote the sport of karting as an enjoyable form of individual and/or family recreation.
2. To organize and promote kart races in the Durham Region and the Greater Toronto Area, and other areas as determined by the Board.
3. To provide a safe, clean and enjoyable environment in which individuals and families can enjoy kart racing as an activity.
4. To foster the growth of our members in terms of their racing skills, social skills, leadership skills, and both personal and community self-esteem.

MEMBERSHIP

The membership of the “Club” shall be composed of persons who are in sympathy with the purposes of the organization and who comply with the provisions and regulations for membership as approved by the Board.

DEFINITIONS

- i. The term “Club” and “TKC” shall mean the “Toronto Kart Club”.
- ii. “Board” shall mean the elected Directors and Officers of the Club.
- iii. “Directors” shall mean elected members of the Board of Directors.
- iv. “Officers” shall mean elected Executive Officers, holding positions of Immediate Past President, President, Vice-President, Treasurer and Secretary.
- v. “Standing Committee” shall mean a permanent committee which is created and empowered by the Board and reports regularly to the Board on its recommendations and activities.
- vi. “Special Committee” shall mean a committee established by the Board for a specific purpose and for a specific period of time.
- vii. “Spring Meeting” shall mean the meeting of the Club held annually to review the preceding year’s annual report.
- viii. “Fall Meeting” shall mean a meeting held after the conclusion of the racing season, but prior to the fiscal year end, where the elections are held.
- ix. “Special Meeting” shall mean meetings other than the Spring and Fall Meetings, held for a specific purpose, at the call of the Board of Directors or members.

MEETINGS OF MEMBERS OF THE CLUB

The members of the “Club” shall meet at least twice yearly and at such other times as may be necessary, as stipulated in the procedural By-Laws of the “Club”.

GOVERNMENT OF THE CLUB

The “Club” will be governed by the Board, at meetings to be held at least once per month.

OFFICERS

With the exception of the Immediate Past President, the members present at the Annual Fall Meeting will elect the Officers of the “Club” by a majority vote of the members present. The officers will include but not be limited to: Immediate Past President, President, Vice President, Treasurer and Secretary.

DIRECTORS

The Board of Directors shall consist of at least 8 persons, but not more than 10 persons.

STANDING AND SPECIAL COMMITTEES

The Board shall from time to time establish standing and special committees, designate their mandate, duties and responsibilities.

REPEAL OR AMENDMENT

1. Constitution

The Constitution may be altered or amended by a vote of two thirds of the members present at any properly constituted meeting of the members of the “Club”, provided such proposed alternatives or amendments are in writing and shall have been distributed to ALL current “Club” members, by regular first class mail, at least two weeks prior to such meeting.

2. By-Laws

The Board may from time to time enact, repeal, and/or amend such By-Laws as may be advisable for the operation of the “Club”, provided such By-Laws or changes are not in conflict with the Constitution. All repeals, enactments, and/or amendments must be approved by a simple majority vote at the next duly constituted meeting of the “Club”, except for “By-Law Number 1”, which may only be amended by a vote of two-thirds of the members present at the properly constituted Spring General Meeting of the members of the “Club”.



BY-LAWS

BY-LAW NUMBER ONE

PROCEDURE

ARTICLE 1 – MEMBERSHIP

- 1.01 The membership of the Club shall be composed of persons who are in sympathy with the purpose of the Club and who comply with the provisions and regulations for membership as approved by the Board.
- 1.02 There are three (3) classes of membership in the Club, namely;
- a. Active Member
 - b. Associate Member
 - c. Honourary Member
- 1.03 **Active Member:** a person whose application for membership in the Club has been accepted, and who has paid the required annual membership dues for the current year.
- 1.04 **Associate Member:** a person whose application for membership in the Club has been accepted under a Family grouping, or an individual in a non-racing capacity, and who therefore is charged a reduced membership fee.
- 1.05 **Honourary Member:** a person who is designated by the Board on an annual basis as a member of the Club. Such Honourary Members shall enjoy such privileges as are prescribed from time to time by the Board. Members of the Board who are not otherwise Members of the Club may be deemed to be Honourary Members.
- 1.06 The Board may, at any time, suspend or revoke the membership and privileges of any member of the Club.

ARTICLE 2 – VOTING MEMBER

- 2.01 Any member who is sixteen (16) years of age or over and who is an Honourary Member, Associate Member, or Active Member shall have the right to vote at the Spring and Fall Meetings or any Special Meetings of members of the Club.

ARTICLE 3 – MEETINGS OF MEMBERS OF THE CLUB

- 3.01 The Board shall set the date for Spring, Fall and Special meetings of the members of the Club.
- 3.02 The Spring Meeting shall be held at a location within the Greater Toronto Area, within ninety (90) days of the end of the Club's fiscal year (December 31). The Spring Meeting shall receive reports of the Board and its Committees, appoint auditors, and transact such other business as may properly come before the meeting.
- 3.03 No business shall be transacted at any meeting of the members unless a quorum is present at a meeting duly called and held. The members at a meeting duly called and held, at which a quorum is present, may continue to do business until the meeting is terminated notwithstanding the withdrawal of enough voting members to leave less than a quorum.
- 3.04 A quorum for the Spring, Fall and Special Meetings of the members shall be twenty (20) voting members in good standing. A quorum for Special Meetings called by the members shall be forty (40) members in good standing.
- 3.05 Notice of the Spring, Fall and all Special Meetings of the members will be provided to the members at least ten (10) days prior to the date of the meeting. The purpose of and the business to be conducted at all meetings of the members shall be specified in the notice calling the same.
- 3.06 Special Meetings of the members may be convened by resolution of the Board. The President shall convene a Special Meeting within thirty (30) days of being called upon to do so by notice in writing received from at least fifteen (15) members. The purpose of and business to be conducted at a Special Meeting so called shall be specified in the request therefore, and in the notice calling the Special Meeting and, while discussion of other and ancillary matters may take place, no business other than that for which the Special Meeting is called shall be transacted.
- 3.07 In the absence of the President, the Vice-President and the Immediate Past President, fifteen minutes after the time appointed for the holding of the meeting, the voting members shall choose one of their number to be the chairman of the meeting.

3.08 In the case of an equality of votes at a Spring Meeting, Fall Meeting or Special Meeting, either upon show of hands or secret ballot, the Chairman of the meeting will cast a tie-breaking vote. The Chairman will have one (1) regular vote or one (1) tie-breaking vote, but in no event shall the Chairman have both.

3.09 Every motion submitted and seconded at any meeting of the members shall be decided by a show of hands, or by a secret ballot if requested. Every voting member present in person or represented by proxy and entitled to vote shall have one (1) vote. After a show of hands, the Chairman of the meeting may require, or any voting member present may demand, a secret ballot. Unless a secret ballot be so required or demanded, a declaration of the Chairman of the meeting that a resolution has been carried, or carried by a particular majority, or not carried, an entry to that effect in the minutes of the proceedings of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution. A demand for a secret ballot may be withdrawn at any time prior to the taking of it. If a secret ballot be required by the Chairman of the meeting or be duly demanded by any voting member and the demand not be withdrawn, a secret ballot on the question shall be taken in such manner as the Chairman of the meeting shall direct.

The Chairman may, with the consent of the persons present, adjourn any meeting from time to time, to a fixed time and place. No notice of the time and place for the holding of the adjournment meeting shall be given to any member.

3.10 The Chairman of the meeting may appoint three (3) persons to act as scrutinizers at meetings of the members.

3.11 Each Committee will submit to the President written lists of its current voting members upon request.

3.12 Every voting member shall be entitled to vote by proxy at a meeting of the members. The proxy shall be in writing and shall be on approved form PVF-01, and shall contain the date, name of proxy, and may contain a revocation of a previously granted proxy and restrictions, limitations or instructions as to the manner in which the proxy is to be used and shall be signed by the member. The proxy shall be lodged with the President forty-eight (48) hours prior to the commencement of the meeting.

ARTICLE 4 – GOVERNMENT OF THE CLUB

- 4.01 The Club will be governed by the Board, which is comprised of elected Officers and Directors. The Officers will report to the Directors consisting of at least eight (8) persons, but not more than ten (10) persons, at a meeting to be held at least once per month. Any business conducted by the Executive Officers without advance consent of the Board of Directors (as from time to time may be deemed necessary), must be approved by a majority of the Officers and be accountable to the Board of Directors, such business being limited to time sensitive issues.
- 4.02 The owner(s) of Goodwood Kartways will be entitled to appoint one (1) voting representative to the Board of Directors, if not otherwise elected pursuant to Article 7.
- 4.03 Officers and Directors shall be elected for a one (1) year term at the Fall Meeting of the members of the Club, and shall remain in office until their successors are elected or appointed. Only one (1) member of a family may hold a voting position on the Board at any given time.
- 4.04 The Board may fill vacancies on the Board by appointment and the Board may continue to act, notwithstanding any vacancy in their number. Any Director appointed to the Board shall remain in office until the next Fall Meeting.
- 4.05 A retiring Director shall remain in office until the Board accepts that Director's resignation.
- 4.06 Officers and Directors who are not re-elected for whatever reason may be required to act as advisors until such time as the conclusion of the current fiscal year-end is completed. Any information and documentation pertaining to their previous duties shall be surrendered to the President.
- 4.07 All Officers and Directors elected shall be subject to removal from their office by an 80% resolution of the Board at any time without cause. A quorum for such a vote shall be 2/3 of the total members of the Board, not including the member under review. The Board member under review shall not be entitled to a vote.

ARTICLE 5 – NOMINATIONS

- 5.01 Members of the Club present at the Fall Meeting shall verbally or in writing, nominate and second, the names of proposed Executive Officers and Directors for the following year. Nominees must accept the nomination either verbally or in writing. Nominees must be members of the Club in good standing, as defined in Article 1.

ARTICLE 6 – ELECTION OF OFFICERS

- 6.01 With the exception of the Immediate Past President, the members of the Club present at the Fall Meeting shall nominate and elect the Executive Officers of the Club. Nominations and acceptances may be verbal or in writing. The officers shall be the Immediate Past President, President, Vice-President, Secretary and Treasurer. If more than one person accepts nomination for any one Executive position, voting will be carried out by written secret ballot. In such a case, each voting member may cast a ballot with one vote per position. Any ballot containing more than one vote shall be declared a spoiled ballot.
- 6.02 The Officers shall be responsible to the Board of Directors and shall perform all duties as the Board may from time to time direct.
- 6.03 The term for each respective office for Officers, with the exception of the Treasurer, shall be one (1) year and shall not exceed three (3) consecutive terms.
- 6.04 The term of the Treasurer shall not exceed four (4) consecutive terms.
- 6.05 The Officers shall remain in office until their successors are elected by the Board in their stead.
- 6.06 Vacancies in any office shall be filled by election by the Board.
- 6.07 Any Officer elected to the Board, who, within the period of their term, misses three (3) or more meetings duly called and held by the Board, will be subject to immediate removal from the Board.
- 6.08 Any member nominated for a Board position as an Officer, must have held a position on the Board as a Director for the preceding two (2) years or longer. This applies to positions being filled by either election (see 6.01) or by appointment by the Board (see 4.04).

ARTICLE 7 – ELECTION OF DIRECTORS

- 7.01 The Board shall be responsible for notifying the members of the Club of the date of the Fall Meeting. The notice shall suggest that any voting member may wish to communicate directly to any Executive Officer their recommendations of persons for consideration by the specified date.

- 7.02 Prior to the election of Directors, the Chairman shall record the names of all nominated individuals, and post these names for display to all voting members present at the Fall Meeting.
- 7.03 Each member when voting on the ballot shall have no more than eight (8) votes and may cast only one (1) vote per nominee. Such votes will be by secret ballot. Any ballot containing more than eight (8) votes shall be declared a spoiled ballot.
- 7.04 In the event that a person who has the smallest number of votes that qualifies him/her to be elected is tied with one (1) or more other persons, the Chairman may choose, at his/her discretion, to hold a second secret ballot to determine who, from the persons tied, shall be elected Director. In such cases, each voting member shall have the number of votes equal to the number of vacancies still to be filled.
- 7.05 No person shall be eligible to serve as a Director after serving seven (7) consecutive years until such person has not been a Director for one (1) year.
- 7.06 Any Director, elected to the Board, who, within the period of their term, misses three (3) or more meetings duly called and held by the Board, will be subject to immediate removal from the Board of Directors.

ARTICLE 8 – DUTIES OF OFFICERS

- 8.01 ***President and Vice-President:*** The President shall, when present, preside at all meetings of the members and of the Board and shall perform all duties usually incident to this office, and/or such other duties as may be determined by the Board from time to time. During the absence or inability of the President, the duties and responsibilities of the office may be exercised by the Vice-President, or such other Officer or Director as the Board may from time to time appoint for that office.
- 8.02 ***Treasurer:*** The Treasurer shall keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit or cause to be deposited, all monies or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board. The Treasurer and one (1) other Officer will jointly disburse or cause to be disbursed the funds of the Club under the direction of the Board, taking proper vouchers thereof and shall render to the Board at the regular meetings thereof, or whenever required of him/her, an account of all transactions and of the financial position of the Club. The Treasurer shall also perform such duties as may be required from time to time, as determined by the Board.

- 8.03 **Secretary:** The Secretary shall keep, or cause to be kept, minutes of all Board Meetings and shall arrange for the distribution thereof to all Directors and Officers prior to the next meeting of the Board. The Secretary shall perform various administrative duties pertaining to the Club, as shall be required on a regular basis, or from time to time, as determined by the Board.

ARTICLE 9 – MEETINGS OF THE BOARD OF DIRECTORS

- 9.01 The Board shall, by resolution, appoint a day(s) in each month for the regular Board meetings at a place and hour to be named. The Chairman will distribute the agenda to the Board forty-eight (48) hours prior to the meeting. Any Board member wishing an item be included in the agenda must make the request to the Chairman at least seventy-two (72) hours prior to the meeting.
- 9.02 Directors shall receive not less than forty-eight (48) hours notice of a special Board meeting called by the President or in his/her absence by the Vice-President and notice of and reason for such meetings will be communicated in any acceptable form.
- 9.03 Any three (3) Directors and/or Officers may at any time request the President to call a Special Board Meeting. This request shall be in writing stating the reason for the Special Board Meeting. The President or Vice-President accordingly shall call such meeting which will take place within seven (7) days of such request being received. Notice of such meeting and the reason therefore shall be communicated forthwith to every Director and Officer by the President at least forty-eight (48) hours before such meeting is to take place.
- 9.04 A quorum for Board meetings shall be 2/3 of the Directors and Officers.
- 9.05 Questions arising at any Board meeting shall be decided by a majority vote given by a show of hands. In the event of an equality of votes, the Chairman shall cast the tie-breaking vote. The Chairman shall have one (1) regular or one (1) tie-breaking vote but in no event shall the Chairman have both.
- 9.06 The Secretary shall keep, or cause to be kept, minutes of all Board Meetings and shall arrange for the distribution thereof to all Directors and Officers prior to the next meeting of the Board. The minutes shall be distributed within 14 days after each meeting.

- 9.07 Subject to Section 9.08, a declaration by the Chairman of the meeting that a resolution has been carried, or carried by a particular majority, or not carried, and entry to that effect in the minutes of proceedings of the meeting shall be sufficient proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 9.08 A secret ballot may be required or demanded by any Director or Officer. In such case, the vote shall be recorded in the minutes.
- 9.09 All matters involving any unbudgeted gross total expenditure in the excess of \$250.00 shall be dealt with by the Board of Directors only after the Executive Committee has had the opportunity to consider, and report back through the Treasurer, to the Board on such a proposal. The Board of Directors may waive the above requirement by a vote of at least three-quarters (3/4) of the members present at the meeting.

ARTICLE 10 – STANDING AND SPECIAL COMMITTEES

- 10.01 The Board of Directors may from time to time establish standing and special committees, outline the duties and responsibilities thereof, appoint their members and designate their chairman. The Chairman or Vice-Chairman of each committee will be a member of the Board. All such committees shall report directly to the Board and may be organized, re-organized, abolished, or dissolved by the Board at any time. Special Committees will in each case have a specified start and end date to their task and existence.
- 10.02 Committees shall meet regularly at the call of the Chairman.
- 10.03 A quorum for each Committee shall be fifty percent (50%) of its members, but in any event, not less than three persons.
- 10.04 Questions arising at any Committee Meeting shall be decided by a majority vote given by a show of hands. In the event of an equality of votes, the Chairman shall cast the tie-breaking vote. The Chairman shall have one (1) regular or one (1) tie-breaking vote but in no event shall he/she have both.
- 10.05 The President and Vice-President shall be ex-officio members without voting privileges of all Committees of the Club and are notified in advance of all meetings.

ARTICLE 11 – LIABILITY OF DIRECTORS

- 11.01 Every Director and every Officer of the Club and his/her heirs, executors and administrators and other legal personal representatives shall from time to time and at all times, be indemnified and saved harmless by the Club from and against any liability and all costs, charges, and expenses which he/she sustains in respect of any action, suit or proceeding that is proposed or commenced against him/her in respect of the execution of the duties of his/her office, unless such liability, expenses, costs and charges arise by virtue of his/her willful neglect or default or by reason of any fraud or misrepresentation.

ARTICLE 12 – REIMBURSEMENT OF DIRECTORS

- 12.01 Directors may be reimbursed for traveling and other expenses incurred in connection with the business and affairs of the Club, if such reimbursement is expressly authorized by resolution of the Board, and proper receipts for such expenses are provided to the Treasurer. Under normal circumstances, disbursements shall be made only after such authorization and receipts have been received, and not in advance.

ARTICLE 13 – EXECUTION OF INSTRUMENT

- 13.01 The Board shall have power, from time to time, by resolution, to appoint any Officer(s) or Director(s) to sign instruments in writing generally or to sign specific instruments in writing when required on behalf of the Club. Disbursement of Club funds shall require the signature of the Treasurer and one (1) other Officer.

ARTICLE 14 – FISCAL YEAR

- 14.01 The fiscal year shall be from January 1st to December 31st.

ARTICLE 15 – AUDITORS

- 15.01 Auditors shall be appointed by resolution at the Spring Meeting of the Club and their remuneration shall be determined and approved by the Board.

ARTICLE 16 – CONFLICT OF INTEREST

- 16.01 **Fiduciary Duty:** Directors and Officers are reminded that they are subject to common law fiduciary obligations. Fiduciary duties require a Director or Officer to act honestly and in good faith, and to subordinate every personal interest to those of the Club.
- 16.02 **Definition of Conflict of Interest:** “Conflict of Interest” includes all situations where the personal activities and financial affairs of the Director or Officer may adversely influence his or her judgment in the performance of his or her duties for the Club.
- 16.03 **Policy Statement:** All Directors and Officers shall conduct their personal business and private affairs to avoid any potential conflict of interest between themselves and Toronto Kart Club, and shall take immediate and appropriate action to resolve any conflict of interest which actually arises. All Directors and Officers shall report to the Board of Directors any facts or circumstances which they know, or should know, have resulted or may result in a conflict of interest. The Board of Directors shall have ultimate and final responsibility for determining whether a potential or actual conflict of interest exists, and for enforcement of this policy.
- 16.04 **Avoiding Potential Conflicts.** In order to avoid situations which potentially give rise to a real or perceived conflict of interest, Directors and Officers shall not engage in any of the following activities, except as authorized by a prior, written resolution of the Board of Directors following full disclosure by the affected Director or Officer:
- (i) Use their position as a Director or Officer, or any knowledge or information obtained there from, for personal gain, except as they are otherwise compensated by the Club;
 - (ii) Directly or indirectly engage in any activity (whether as Director, Officer, principal, employee, agent, or consultant) which competes with the existing, planned or potential business of Toronto Kart Club;
 - (iii) Accept any gift of goods or services which is intended to, or which may, influence or affect the judgment of the Director or Officer concerning TKC’s affairs; or
 - (iv) Engage in any other activity, or take any other action not enumerated herein where the interests of the Director or Officer may compete or conflict with the interests of TKC.

16.05 **Board Options:** The Board, having the responsibility of the interpretation and enforcement of this policy, is authorized to take whatever action it deems appropriate in its sole discretion to resolve potential or actual conflicts of interest, to resolve appearances of impropriety, and to address intentional or unintentional violations of this policy including, but not limited to:

(i) Prohibiting the affected Director or Officer from participating in any Club discussions or decisions involving the conflict of interest;

(ii) Modifying or redefining the duties and responsibilities of the affected Director or Officer; or

(iii) Requiring the resignation of the affected Director or Officer.

The Board's decision shall be determined by secret ballot, being carried by an 80% resolution, requiring a quorum of 2/3 of the total members (not including the Board member under review) of the Board to be present. The Board member under review shall be given the opportunity to explain his or her situation before a final judgement of the Board is made.

16.06 **Effective Date:** This policy shall become effective upon its adoption to all current and future Directors and Officers of the Toronto Kart Club. No activity, action or state of affairs of any Director or Officer in existence at the time this policy is adopted shall be considered exempt from this policy.

BY-LAW NUMBER TWO

RACING REGULATIONS

ARTICLE 1 – BOARD AUTHORITY

- 1.01 The Board shall from time to time establish, repeal, and amend racing regulations pertaining to the conduct of and competition in the Club racing events. These regulations shall govern the specific requirements for, and specifications of equipment utilized in Club activities. In addition, these regulations will describe the format of all racing activities of the Club.

ARTICLE 2 – INITIAL ESTABLISHMENT OF RULES

- 2.01 The Club will initially adopt the Toronto Kart Club rules in place at the time of the approval of this Constitution and By-Laws.
- 2.02 The Club will run all events according to, and abide by all rules as defined in the ASN Canada FIA rule book, with exception being any and all amendments to said rules and any Supplementary Regulations and rules as defined by the Board of Directors for the Club.
- 2.03 The Board will respect the need to maximize compatibility with other sanctioning bodies, specifically ASN Canada FIA and the O.K.R.A. whenever possible in the areas of both engine and chassis specifications, and the conduct of racing events where applicable.

ARTICLE 3 – AMENDMENT AND REPEAL

- 3.01 The Board will receive and record recommendations from the members when given in writing, on an on-going basis throughout the year.
- 3.02 The Board will have the authority to amend any regulation directly affecting the safety of Club activities, or the liability of the Club, or its Directors and/or Officers, without prior consultation with the members. These actions will be subject to the input of the members at the next duly constituted meeting of the members.