

Ducati Users Club of Western Canada: Charter

REVISED April 12, 2010.

1. NAME OF ORGANIZATION

The official name of the organization for operational, financial and legal matters shall be "The DUCATI Users Club of Western Canada", hereinafter the "Club". The Club may also use the name "DUCwc".

2. PURPOSE

The purpose of the Club is to unite persons interested in the ownership, restoration and operation of Ducati motorcycles and to promote interest in Ducati motorcycles in all respects.

The Club's activities and business shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Club shall remain in the Club and be used in advancing its operations.

3. BOARD of DIRECTORS

(a) Directors

The Club's activities and business will be managed by a minimum of three and a maximum of seven Directors who have been Club members in good standing, for at least one year.

The Board of Directors is responsible for the vision, strategy and direction of the Club. They are also responsible for oversight of the Club's operations as managed by its Officers.

(b) Vacancies

Vacancies however caused can be filled by the remaining Directors from the Club membership or elected. The number of Directors may be increased and vacant positions filled as described herein.

(c) Quorum and Meetings

A Chairperson will be appointed at each meeting by a majority of the Directors present. A simple majority of Directors will form a quorum for the transaction of business. Directors may meet at any time or place that they determine. No notice of the meeting is required if all Directors are present. Directors not attending should give consent to the meeting being held in their absence. Notice by delivery, phone, e-mail or fax must be at least one week prior to the meeting.

(d) Errors in Notice

Errors and omission in notifying Directors of a meeting will not invalidate any of the proceedings of the meeting. Directors that have waived notice may ratify and approve any or all of the proceedings that have taken place.

(e) Voting

Matters arising at any meeting will be decided by simple majority vote of the Directors present; in case of a tie the Chairperson may cast a second vote. Ballots may be used if demanded by one of the Directors present, otherwise the vote can be made orally by assent or dissent. The Chairperson should then declare the resolution as carried and an entry made in the minutes of the meeting recording the votes for and against proving the resolution.

(f) Powers

The Directors may administer the affairs of the Club in all things it is authorized by its charter to do. Directors are empowered to buy, sell, lease or acquire asset owned by the

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Club whenever it is deemed advisable and so approved by two-thirds majority vote of the Board of Directors.

(g) Remuneration

Directors of the Club shall receive no monetary compensation for their work in the Club.

4. OFFICERS OF THE CLUB

(a) Offices

There is to be a minimum of a President, Vice President, and Treasurer/Secretary that are elected by the Club membership. One person may not hold more than one elected office. The Treasurer/Secretary may be divided into two separate offices at the discretion of the Board. There may be other offices as the Board of Directors determines prudent and the positions are appointed by the Board. These offices may include, but are not limited to:

- Events & Media Coordinator
- Public Relations Coordinator
- Rally Coordinator

Note: For the purposes of annual filings or registrations only two of the three elected Officers need be shown.

(b) Duties of the President and Vice-President

The President is responsible for the general management and supervision of the operation of the Club. The President, Vice-President, or other Officer appointed by the Board, may sign all by-laws. When absent, another Officer appointed by the Board may assume the duties of the President or Vice-President.

Specific duties and responsibilities of the President and Vice-President shall include:

- Responsibility for direction and planning for the Club
- Communications with Ducati Motor SPA and Ducati North America
- Liaison with other Ducati clubs, motorcycle clubs and local clubs to promote mutual interests
- Secure sponsorship and other corporate relationships
- Maintain a current, confidential list of Club members with contact information
- Maintain and communicate a curriculum of Club activities
- Ensure that adequate procedures and controls are in place for Club events to protect Club members and its Officers and Directors
- Assist the Treasurer in preparing the annual budget
- Other duties as required by the Board of Directors

(c) Duties of the Secretary

The Secretary is to attend all meetings of the Board of Directors to record the minutes of all proceedings and to give any notices required to Directors and members. The Secretary will also keep all books, papers, records, correspondence, contracts and other documents belonging to the Club.

Specific duties and responsibilities shall include:

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- Coordinate all aspects of the Club's legal status, including filing annual returns and registrations
- Maintain the Club's membership and registration with organizations and associations as directed by the Board
- Ensure that the database of Club members is not distributed to any individual or organization outside of the Club's Officers and Directors, unless specifically directed to do so by a majority of the Directors
- Other secretary and membership duties as assigned by the Board of Directors

(d) Duties of the Treasurer

The Treasurer will keep an accurate account of all receipts and disbursements of the Club in proper books. Money paid out by the Treasurer will be under the direction of the Board of Directors and proper vouchers collected in support thereof. All transactions and financial reports will be given as required by the Board of Directors. Other duties as required.

Specific duties and responsibilities shall include:

- Receive and disburse funds for the Club
- Keep the books and financial records of the Club
- Prepare a current financial information for presentation to the Board of Directors as requested
- Prepare an annual financial statement for presentation to the Board of Directors
- Make recommendations to the Officers and Directors regarding the annual operating and capital budgets
- At the beginning of the year the Treasurer shall prepare a proposed budget for the coming year. The budget shall be submitted to the Board of Directors prior to or at the first meeting of the year. The Board of Directors shall review the proposed budget, make appropriate changes and adopt the budget for the year
- After each Club event, where expenditures have been made or monies collected, a short financial report shall be prepared for the Board by the Treasurer
- Other financial duties as required by the Board of Directors

(e) Duties of the Events & Media Coordinator

Specific duties and responsibilities shall include:

- Events planning and execution
- Liaison with the website administrator for maintenance of the Club's website
- Club image and promotion
- Other media duties as required by the Board of Directors

(f) Duties of the Rally Coordinator

The Rally Coordinator is responsible for organizing rallies. Specific duties and responsibilities for rallies shall include:

- Plan and communicate rally information to participants, including: route maps, waypoints, timing, ride management, fuel stops, meal stops, rest stops, attraction stops, destinations, accommodation, and/or support as appropriate.
- Other rally duties as required by the Board of Directors

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(g) Duties of the Public Relations Coordinator

This is an appointed position by The Board of Directors. Specific duties and responsibilities shall include:

- Promotion of the Club's activities as required
- Organize the Club's displays at motorcycle shows, rallies and other events
- Liaison with Media Coordinator re: promotion, advertising web site updates
- Organize vendors at track events
- Solicit prizes for road rides
- Other publicity and promotional duties as required by the Board of Directors

(h) Duties of Other Officers

All other Officers terms and duties are as required by their office and Board of Directors.

(i) Duties of the Past President

This position should be filled by the immediate Past President. Specific duties and responsibilities shall include:

- Act as an advisor to the Executive of the Club
- Other duties as required by the Board of Directors

5. CLUB FINANCES and AUDIT COMMITTEE

Regular recurring activities of the Club shall be budgeted annually and approved by the Board of Directors. Billings should be submitted to the Treasurer as incurred, preferably for payment by the Treasurer. All expenses shall be detailed and supported by vouchers/receipts.

All non-budgeted expenses must be presented to the Board of Directors for approval prior to obligating the Club.

The President, Vice-President and the Treasurer are authorized to approve emergency items up to \$500. The Board of Directors must approve any amount in excess of that amount.

At least once every two years and/or whenever there is a change in the office of the Treasurer, the annual report is to be audited by an internal Audit Committee. It is not a requirement under these bylaws that an external auditor be appointed, however this may be done if deemed necessary by the Board of Directors.

The Audit Committee shall be appointed by the President with the concurrence of the Board of Directors. The committee members should hold no other office in the Club and should not have been involved in spending any Club funds during their year of service on the Audit Committee.

The Treasurer shall submit all books, cancelled cheques, bank statements, deposit slips and paid and unpaid bills along with the annual report and the budget to the Audit Committee. The Committee shall complete its task and report back to the Board of Directors by the next scheduled Board of Directors' meeting.

6. EXECUTION OF DOCUMENTS

All legal documents will be signed by the President and Secretary/Treasurer. Ordinary contracts may be signed by any person so authorized by the Board of Directors.

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7. BOOKS AND RECORDS

The Board of Directors will ensure that all books and records required by the Club or any other statute or law are properly kept.

8. MEMBERSHIP

Membership shall consist of Directors, Officers and other individuals or businesses, provided that they meet eligibility requirements.

(a) Eligibility for Membership

All persons who have an interest in ownership, restoration and operation of Ducati and other European and vintage motorcycles have the right to apply for membership in the Club. Ownership of a Ducati motorcycle is not a requirement for membership. Members will be promptly notified by the Club of their acceptance.

(b) Conduct of Members

All members of the Club shall act in the best interests of the Club. In the event that a member's conduct is judged by a majority vote of the Board of Directors to be not in keeping with the stated goals or reputation of the Club then such member shall be referred to the Board of Directors for appropriate disciplinary action which may include termination of their membership as appropriate.

9. HEAD OFFICE and CLUBHOUSE

The Club shall not maintain a clubhouse or similar premises. The head office, for the purposes of legal registration will be the address selected by the Board of Directors but business can be carried out at any other location selected by the Board of Directors.

10. ANNUAL GENERAL MEETING

The Annual or any other general meeting of members will be held at the head office or other location on any date determined by the Board of Directors. At every AGM there will be a director's report, the financial statement and, when required as defined in section 6, an auditor's report. The Officers and Board of Directors will be elected if their term has expired. Any business may be carried out without prior notice. No public notice of the meeting needs to be given, but the membership must be notified of date time and place at least ten days prior. No notice is required if all members are present or represented by proxy. Any business may be carried out at any annual or general meeting.

(a) Errors or Omission in Notice

No errors or omission of notice for any annual or general meeting will invalidate any of the proceeding of the meeting. Members do not have to attend but may ratify, approve and confirm any or all proceedings. Notice to any members will be sent to their last recorded address.

(b) Adjournments

No notice is required to adjourn a meeting.

(c) Quorum of Members At least three members must be present or represented by proxy for a meeting to take place, unless there are only two members in the Club.

11. AMENDMENTS

Any member of the Club may propose amendments to this Charter to the Board of Directors.

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Amendments to this Charter shall be approved by a two-thirds vote of the Board of Directors.

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