

CONSTITUTION, RULES, REGULATIONS AND BY-LAWS OF
CLUB F.I.A.T. MONTREAL
(Also known as CLUB F.I.A.T. CINQ CENT MONTREAL)
A Montreal, Quebec Not-For-Profit Association

ARTICLE I - ASSOCIATION

1.1 The registered office of the corporation shall be at the residence or office of its active president or any other location that is accessible and deemed appropriate by the committee. Upon the election of a new committee, the main office address may be changed or updated.

Committee rule by majority; Est. January 25, 2013

1.2 The Association may also have other offices in other places approved by the committee to permit a proper functioning and existence as a club. The committee will appoint such offices on an as-needed basis.

Committee rule by majority; Est. January 25, 2013

1.3 The objective of this association is to attend various outings and activities related to Italian automobiles, creating friendships and helping charitable organizations.

Upon club creation & foundation; Est. 2002

1.4 The nature of this club is intended to be primarily a club of FIAT owners and enthusiasts. However, any Italian marque car or vehicle owner can join and participate in the club.

*Committee rule by majority; Est. March 27, 2011 &
General assembly rule by majority; Est. April 6, 2011*

1.5 The club is not the sole property of any entity and shall belong to all its active members in good standing

*General assembly rule by majority; Est. September 6, 2007
& General assembly rule by majority; Est. November 5, 2007*

1.6 The club is part of and manages AMICI (Associazione Motori Italiani Canada inc.) along with other Italian car clubs across Canada)

General assembly rule by majority; Est. April 6, 2011

ARTICLE II - FINANCING

2.1 The club will not engage in private businesses or dealings other than to finance its activities and expenses or in order to raise funds for legitimate charities.

General assembly rule by majority; Est. January 25, 2006

2.2 The club will update its members on its financial situation by providing on paper or via email, at least once per year, a detailed financial report and budget.

Committee rule by majority; Est. June 27, 2009

2.3 All the treasury and funds of the club will be held, managed and safeguarded by its active president at all times. Any expenses or revenue spent or collected by a committee member must be done by approval of its active president.

General assembly rule by majority; Est. October 16, 2012

2.4 All active committee members are exempted from the payment of the yearly fees. (NOTE: Although this exemption exists in the rules, it is customary for members of the committee to voluntarily pay the fees in order to set an example)

General assembly rule by majority; Est. September 6, 2007

ARTICLE III - MEMBERS

3.1 Members must be approved by the committee and are eligible only if they fulfill the following conditions:

- Pay a yearly fee of 50\$ every year to the club.
- Wear an official "Italy blue" colored club shirt, polo or T-shirt during the outings and activities.
- Wear their official membership card.
- Demonstrate an exemplary behavior not detrimental to the club or other members.

*General assembly rule by majority; Est. November 5, 2007
& General assembly rule by majority; Est. June 27, 2009
& General assembly rule by majority; Est. March 14, 2012*

3.2 The committee may from year to year change the membership fee amount depending on the club's financial situation.

General assembly rule by majority; Est. November 5, 2007

3.3 The committee may suspend or expel a member for cause and may terminate the membership by a majority committee vote.
General assembly rule by majority; Est. October 6, 2009

3.4 Any member who is in default in the payment of any dues shall immediately cease to be a member of the club and will not be allowed to be present or speak at any assembly or committee meeting.

General assembly rule by majority; Est. October 16, 2012

3.5 Eligibility: Members must own or have access to an Italian motor vehicle. If a member is considered "in-between" owning an Italian vehicle because of a sale and/or future purchase, he may retain his membership to the club. Vehicles are primarily of the Fiat branding but can also include Lancia, Alfa-Romeo, AutoBianchi, Ferrari, Lamborghini, Maserati, Vespa, Ducati, Aprilia, Innocenti and any other vehicle considered to be "Italian" in nature. *Fiat and Italian car enthusiasts may also be permitted to become members

General assembly rule by majority; Est. April 6, 2011

**Committee rule amendment by majority; Est. February 25, 2014*

3.6 Members will operate their vehicle and participate in outings, drives and activities at their own risk. Club F.I.A.T Montreal nor Club F.I.A.T Cinq cent Montreal will not be held liable for any damage, vandalism, theft, accidents, weather, acts of god, and/or any prejudice suffered.

General assembly rule by majority; Est. October 16, 2012

ARTICLE IV - MEETINGS OF MEMBERS

4.1 The general assembly shall be called only by the committee & held between March 25 & April 25 of each calendar year.

General assembly rule by majority; Est. October 16, 2012

4.2 Elections are to be held every 4 years at the general assembly. There are no imposed term limits and only the newly elected or re-elected committee members shall govern the club. Ex-committee members and ex-presidents shall not keep a seat on the committee once a member has been elected to take their place. Only members in good standing will have the right to vote and each vote will count as 1 vote. The committee reserves the right to hold elections before the 4 year limit.

General assembly rule by majority; Est. September 25, 2009

4.3 Special meetings of the members or the committee may be called at any time only by the President, or committee members
Upon club creation & foundation; Est. 2002

4.4 Minutes of every meeting shall be taken, documented and archived by the active committee. These minutes will be used to establish how this club functions and operates.
Upon club creation & foundation; Est. 2002

4.5 All major decisions and votes concerning the club shall be done at a general assembly by way of proposal, seconding the motion and general vote. Any decision taken by the majority present must be respected and adopted in the rules.
General assembly rule by majority; Est. June 27, 2009

4.6 A specific minimum number of members and/or committee members is not required in order to validate a majority vote/decision taken at a general assembly. Therefore, the quorum has no bearing on the decisions as long as every member was advised of the day-time-location of the assembly at least 10 days before its occurrence. All notifications may be given by email.
General assembly rule by majority; Est. June 27, 2009

4.7 The committee members nor its president shall have a power of veto over any decision voted by the majority at a general assembly or a committee meeting.
General assembly rule by majority; Est. June 27, 2009

ARTICLE V - DIRECTORS

5.1 The business and affairs of this Association/Club shall be managed by its Board of Directors, TEN (10) in number, who shall be natural persons of full adult age. They shall be elected by the members at the annual meeting of members by vote. The Board of Directors shall include 1 president, 5 vice-presidents and 4 administrative-captains.
General assembly rule by majority; Est. October 14, 2011

5.2 The committee, by way of majority, can nominate an interim replacement at any position within the committee if a director or committee member should voluntarily cease, be expelled or unable to continue his position.
General assembly by majority; Est. May 5, 2010

5.3 To retain a position on the committee, a director must attend most activities and committee meetings. If a director misses more events/meetings than he/she attends, their position on the committee is automatically revoked.

Committee rule by majority; Est. February 25, 2014

ARTICLE VI - GATHERING OF MEMBERS

6.1 The committee members will have the power to establish and decide the nature, date, time and location of all the club's activities, outings, drives, lunches, suppers, meetings and gatherings of its members during the year.

Upon club creation & foundation; Est. 2002

6.2 Notices are required for all the club's activities and may be sent by email and/or telephone to advise its members

General assembly rule by majority; Est. June 27, 2009

ARTICLE VII - COMMUNICATIONS AND CONTACTS

7.1 Members of the committee shall list their contact information by way of business cards paid by the club and on the website(s) of the club.

Committee rule by majority; Est. March 14, 2012

7.2 The domain names used and owned by the association are www.clubfiat500montreal.com and www.fiatclub.ca. These domains are owned and registered by the club.

General assembly rule by majority; Est. April 6, 2011

& Committee rule by majority; Est. March 14, 2012

7.3 All official communications to and from the club to its members and/or the public shall be approved only by active committee majority.

Committee rule by majority; Est. March 14, 2012

ARTICLE VIII - INDEMNIFICATION

8.1 The Club/Association shall indemnify each of its Directors, Officers, and committee members whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable and pre-approved expenses actually and necessarily incurred by him or her in connection with their

involvement planning activities as a member of the Club.
Upon club creation & foundation; Est. 2002

8.2 The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Club for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Director, Officer by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office.
Upon club creation & foundation; Est. 2002