Bylaws

Revised November 2026

CANADIAN AUTOMOBILE SPORT CLUBS
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ONTARIO'S GOVERNING BODY OF AUTOMOBILE SPORT. AFFILIATED WITH THE FEDERATION INTERNATIONALE DE L'AUTOMOBILE THROUGH ASN CANADA FIA.

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Incorporated August 28th,1980, as a not-for-profit Ontario Corporation

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THE OBJECTS OF INCORPORATION OF THE

CANADIAN AUTOMOBILE SPORT CLUBS

ONTARIO REGION

- To develop automobile sport in Ontario
- To encourage the development of good driving practices both on public highways and in competition
- To provide for the interchange of information
- To assist in the formation of local clubs
- To provide uniform regulations and controls of the sport
- To provide a stronger and more effective voice in support of the sport
- To assist in establishing for Ontario and Canada, a recognized place in international automobile sport
- To encourage Ontario and Canada participation in international automobile sports events, and to encourage international participation in Ontario and Canadian events
- To purchase, lease, or otherwise acquire and hold, real and personal property and rights or interests therein
- To take a leadership role in advocacy of motorsport issues to the general public and to keep Region members and license holders and others in the motorsport community informed and educated on all issues of significance to motorsport in Ontario.

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I. NAME

The name of the organization is the: “CANADIAN AUTOMOBILE SPORT CLUBS, ONTARIO REGION” hereinafter referred to as CASC-OR or “Ontario Region.”

II. MEMBERSHIP

A. MEMBER CLUBS

(i) Any permanently organized club within the boundaries of the jurisdiction of CASC-OR having objects similar in whole or part to CASC-OR and meeting the eligibility requirements of CASC-OR, shall be known on admission to membership, as a member club.

(ii) The Board of Directors shall establish the requirements in respect of the eligibility, representation, dues and administration of member clubs.

B. CORPORATE MEMBERS

The following shall apply to corporate members:

(i) Companies and organizations with an interest in motorsport may be eligible for corporate membership. Corporate Members’ representatives shall not be eligible for elected positions and shall have no voting rights.

(ii) The Board of Directors shall establish the requirements in respect of the eligibility, representation, dues and administration of corporate members.

C. ASSOCIATE MEMBERS

(i) Any association or group of persons or club(s) having an interest in automobiles or motorsport within the mandate of CASC-OR shall be eligible for associate membership.

(ii) Individuals not members of member clubs may be eligible for associate membership.

(iii) The Board of Directors shall establish the requirements in respect of the eligibility, representation, dues and administration of Associate members.

(iv) Associate members shall not be eligible for elective positions and shall have no voting rights.

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III. ADMINISTRATION

A. BOARD OF DIRECTORS

(i) The affairs of CASC-OR shall be managed by a Board of Directors who shall have final controlling authority over the acts of the Ontario Region Committees hereinafter referred to.

(ii) The Board of Directors shall consist of the following: those persons elected to the positions of President, Vice-President, Treasurer, Secretary, a Director from each Competition committee and/or special interest group directors and ad hoc committee chairpersons. Special interest group directors and ad hoc committee chairpersons may attend meetings but are not voting directors unless elected by the membership.

(iii) The immediate Past-President of CASC-OR shall be an ex-officio member of the Board of Directors entitled to notice of attendance at, and participation in meetings, but shall not be entitled to vote thereat. An immediate Past-President of CASC-OR removed from the Board of Directors pursuant to Bylaw III A (xvi) shall not be allowed to sit as an ex-officio member of the Board of Directors.

(iv) The Board of Directors shall be in charge of all matters pertaining to the management of CASC-OR, including the power to require the Directors to account for the actions of the committees and the power to act on behalf of the member clubs.

(v) The Board of Directors shall consider eligible clubs and others for membership, appoint committees, formulate bylaws and policies and generally take such steps, as it deems necessary and expedient, to further the objectives of CASC-OR and in accordance with Bylaw II A (ii) and the applicable policy.

(vi) The Board of Directors is hereby authorized from time to time to:

a) Borrow money upon the credit of CASC-OR in such amounts and upon such terms as it deems advisable.

b) Issue bonds, debentures, or other securities of CASC-OR for its lawful purposes for such amounts and upon such terms as deemed expedient, and pledge or sell the same for such sums and at such prices as the Directors may determine.

c) Hypothecate, mortgage, charge or Pledge all or any of the real and personal property, undertaking, or rights of CASC-OR to secure such bonds, debentures or any other securities, or any money borrowed, or any other liability of CASC-OR.

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d) Delegate to one or more of the Officers and Directors of CASC-OR as may be designated by the Board of Directors all or any of the powers conferred by the foregoing clauses of this Bylaw to such an extent and in such manner as the Board of Directors shall determine at the time of delegation.

(vii) Give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of CASC-OR and to secure such Director or other person against loss by giving such person a mortgage or charge upon the whole or any part of the real or personal property of CASC-OR.

(viii) All actions of the Board of Directors, unless ordered by the Board of Directors to have immediate effect, or given a specific effective date, shall become effective six (6) weeks after adoption of the relevant resolution by the Board.

(ix) The President, Vice-President, Secretary and Treasurer shall be elected at the Annual General Meeting of CASC-OR. The President and Treasurer shall be elected at the same time for a term of two (2) years and on alternate years the Vice-President and the Secretary shall be elected for a term of two (2) years.

(x) The Competition Division Directors shall be elected at an Annual General Meeting of CASC-OR. The term of office for each elected Competition Division Director shall be two (2) years except that a position vacated during or at the expiry of the first year of a two (2) year term shall be filled by election for the second year of the original term.

(xi) The method of nomination of Competition Division Directors shall be one of the following:

a) Nominated by election at a meeting of competitors in that division

b) Nominated by the division committee

c) Nominated by a member club

d) Nominated by the Nomination Committee appointed in accordance with Bylaw III A (xiv).

(xii) To be eligible to be a member of the Board of Directors, a person must be a CASC-OR affiliated member through an affiliated member club and may be an officer or member of the Board of Directors of a member club simultaneously, except that such person may not hold the position of President on the Board of Directors of CASC-OR and be President of a member club.

(xiii) In order to operate as a supervisory official or to impact directly on the outcome of a competitive event, a person must be a CASC-OR affiliated member through an affiliated member Club.

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(xiv) The Board of Directors may appoint a nominating committee to recommend nominations for all elected positions on the Board of Directors that are open in accordance with Bylaws III A (ix) and (x). The nomination committee shall consist of three members, only one of whom may be a member of the Board of Directors, with the other two members being CASC-OR affiliated members of member clubs. There can only be one nomination committee member from each member club. The slate of nominees as prepared by the nomination committee shall be included in the published agenda for the Annual General Meeting of CASC-OR. The delegates of member clubs attending the Annual General Meeting may make additional nominations for these positions, orally from the floor, provided each such nomination is seconded at the time by a voting delegate of another member club and accepted by the individual so nominated.

(xv) Each nominee must be an individual at least 18 years of age residing in Ontario.

(xvi) A member of the Board of Directors may be removed from office by the decision of a two-thirds (2/3) majority of the other members of the Board of Directors. The member within ten (10) days of written notification of removal, may request a Special Meeting of CASC-OR to appeal the decision of the Board of Directors. Such a meeting must be held within six (6) weeks.

(xvii) In the event that a Director resigns or is removed during his or her term of office, he or she may be replaced by appointment by the remaining members of the Board of Directors. The appointee shall be an affiliated member of an affiliated member club of CASC-OR. The Director so appointed shall serve until the next Annual General Meeting of CASC-OR, at which time an election shall be held.

(xviii) Directors shall disclose any conflict of interest and shall abstain from voting on matters where such conflict exists.

(xix) A Director is disqualified from serving on the Board if found incapable under the law or declared bankrupt.

(xx) The Board of Directors may appoint other Officers and assistants to the Officers and Directors to assist them with the functions of CASC-OR provided they are CASC-OR affiliated members of member clubs.

(xxi) The Directors shall serve without remuneration, except that out-of-pocket expenses may be reimbursed to an extent to be determined from time to time by the Board of Directors.

(xxii) Directors may participate in meetings electronically, and such participation counts toward quorum.

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(xxiii) The Board of Directors shall be responsible for the operation of all functions and competitions within CASC-OR to the level of CASC-OR championships or their equivalent and shall be responsible for such other functions and operations as may be granted to them by others on a contractual or informal basis.

B. ONTARIO REGION COMPETITION COMMITTEES

(i) There may be a committee formed under the authority of the CASC Ontario Region for each competition division, e.g. Autoslalom, Ice Race, Race, and Time Attack.

(ii) The Competition Committee may consist of a Director and a committee set up by that Director and approved by the Board of Directors to oversee the needs of the competition division.

(iii) Each Committee shall be responsible for the organization and establishment of rules and regulations pertaining to that competition division within CASC-OR and shall be solely responsible to the Board of Directors.

(iv) Each CASC-OR Committee shall hold such meetings as are necessary for its proper organization and administration, within budget limitations imposed by the Board of Directors. The Director shall decide when meetings will take place, or they may call a meeting upon a written request of three (3) member clubs active in that area of the sport, or at the request of three (3) members of the committee.

C. OFFICERS

(i) The Officers of CASC-OR shall be the President, Vice-President, Secretary and Treasurer and other such officers as may be required from time to time.

(ii) The President, Vice-President, Secretary and Treasurer shall form an Executive Committee responsible to the Board of Directors for the day-to-day operation of CASC-OR.

(iii) The President, Vice-President, Secretary and Treasurer shall be elected as hereinbefore provided, by the voting delegates at the Annual General Meeting.

(iv) Officers other than the President, Vice-President, Secretary and Treasurer may be appointed by the Board of Directors but shall not be members of the Board of Directors of CASC-OR. They may be employed by CASC-OR upon terms and conditions determined by the Board of Directors and shall not have a vote at Executive Committee meetings.

(v) The Board of Directors shall determine the duties and responsibilities of any other Officers of CASC-OR.

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D. DUTIES OF OFFICERS

(i) The duties of Officers shall be those usually pertaining to their respective offices.

a) The President shall, if present, preside at all meetings of the Members and Directors. The Board of Directors may from time-to-time assign instruments that require his/her signature and he/she shall perform all duties incidental to the office and shall have such other related powers and duties.

b) In the absence, disability, or refusal to act, of the President, the Board of Directors may designate the Vice-President to act in his/her place and stead, and they shall be vested with the powers to perform all the duties of the President. In addition, the Vice-President shall have such other related powers and duties as the Board of Directors may from time-to-time assign.

c) The Secretary shall act as Secretary at all meetings of the Members and Directors and record notes and minutes of the proceedings at such meetings. The Secretary shall give notice in accordance with the Bylaws of all meetings of the Members and Directors as required by those entitled to call such meetings. The Secretary shall supervise, on behalf of CASC-OR all books and records required by law as well as such other records as are required by the Corporation, which are kept by the organization in accordance with its day-to-day operations. The Secretary may maintain records electronically, provided they are secure and accessible.

d) The Treasurer shall advise and counsel the Board of Directors of CASC-OR on all financial matters and shall account for the following:

(1) The amounts paid in and remaining unpaid respectively on the fees, dues and assessments of each member club;

(2) Financial transactions of CASC-OR;

(3) The Assets of CASC-OR

(4) The sums of money received and expended by CASC-OR and matters in respect of which receipts and expenditures took place;

(5) The credits and liabilities of CASC-OR.

(6) The Treasurer may present an annual budget for Board approval.

(7) CASC-OR shall maintain dual signing authority for financial disbursements in excess of $10,000

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E. MEETINGS

(i) The Annual, or any other General Meeting of the Members, shall be held at the Head Office of CASC-OR or elsewhere as the Board of Directors may determine and on such a day as the said Directors shall appoint.

(ii) General Meetings may be held electronically or in hybrid format, and electronic voting is permitted.

(iii) One General Meeting, to be designated the Annual General Meeting (AGM), shall be held each year to review the past year and to conduct such other matters prescribed in these Bylaws within the time frame specified by law. At each Annual General Meeting reports of the Directors shall be presented in addition to any other business that may be transacted. Additionally, the elections of Officers and Directors as required under Bylaw III A shall be conducted.

(iv) Once per year the financial statement for the preceding year shall be presented at a duly constituted General Meeting of the member clubs. This may occur before but shall occur no later than the Annual General Meeting.

(v) The President may call meetings of the Board of Directors whenever he/she deems it necessary but shall do so not less than five times in each calendar year. The President shall also call a meeting of the Board of Directors if requested to do so in writing by any five or more Member Clubs.

(vi) The President shall call Special General Meetings of CASC-OR whenever deemed necessary or at the written request of a majority of the Board of Directors.

(vii) Notices of all meetings of CASC-OR, or its Board of Directors, shall be sent by the Secretary to each person entitled to receive such a notice. Such notices shall be sent not less than six (6) weeks before the CASC-OR meetings and not less than five days before Directors' meetings unless previously scheduled. As far as possible, all notices shall specify the main business to be transacted at each meeting. For General Meetings, any items of business which have not been circulated with the Notice of Meeting shall require a two-thirds (2/3) majority of registered votes cast by those persons entitled to vote in order to have said items placed on the floor for discussion and shall also require a two-thirds (2/3) majority of such votes to carry each of the said items.

(viii) Notices of all General Meetings of CASC-OR shall be sent to the Member Clubs and to all members of record and in good standing. Notice of Special General Meetings shall state the purpose for which they are called and no other business shall be in order at such meetings.

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(ix) A majority of member clubs or of the votes held by Member Clubs at any meeting of CASC-OR shall constitute a quorum. All voting delegates must present credentials from the Member Clubs they represent in order to vote. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. A general motion will be carried by a simple majority of the votes cast.

(x) At meetings of CASC-OR, each Member Club shall be entitled to the following votes:

One vote for its first nineteen affiliated members, plus one additional vote for every ten additional affiliated members (or portion thereof), to a maximum of 30 votes. i.e.:

1–19 affiliated members – 1 vote
20–29 affiliated members – 2 votes
30–39 affiliated members – 3 votes
40–49 affiliated members – 4 votes
(to a maximum of 30 votes)

Each Member Club shall vote by its representative named to do so by a written or electronic proxy signed by two officers of the Member Club and; such proxy should name an alternate or alternates for each representative. If a named representative of a Member Club is not in attendance at a meeting of CASC-OR at which the named representative has been authorized to vote, then the said alternate representative, if present, shall be entitled to vote thereat in his/her place and stead.

Associate Clubs are not entitled to vote.

(xi) The President, or the Vice-President in the absence of the President, may exercise all proxies received by the office at any general meeting of CASC-OR. Should neither of the above be present, then one of the Executive Committee members present may exercise the proxies.

(xii) At all meetings of the Board of Directors each member elected at the Annual General Meeting or appointed by the Board to replace a member elected at the AGM, or an appointed member of the Board whose appointment was ratified at the AGM, shall have one vote.

(xiii) All questions of parliamentary practice will be determined in accordance with the usual procedure. All questions of parliamentary practice not herein provided for, shall be determined in accordance with the most current edition of Robert's Rules of Order at the meeting.

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F. DUES

(i) Annual dues shall be paid to CASC-OR. The amount of dues and the manner and date of payment thereof shall be determined from time to time by the Board of Directors of CASC-OR.

(ii) A Member Club in arrears for dues shall not be entitled to be present or to vote at any meeting of CASC-OR.

G. DISCIPLINE/CODE OF CONDUCT

(i) Members and participants of CASC-OR and its member clubs' events or activities may be subject to penalty for breach of CASC-OR expectations for good sportsmanship and appropriate conduct, in accordance with the CASC-OR Conduct Policy as amended from time to time.

(ii) Charges arising out of the holding or conduct of a specific competition event shall be dealt with in accordance with the Request for Action ("RFA") Protest and Appeal procedures certified in the documents relevant to such competition.

(iii) CASC-OR shall only act upon alleged misconduct that occurs within the jurisdiction of CASC-OR, defined as:

a) Events sanctioned by CASC-OR,

b) Events organized by CASC-OR member clubs, or

c) Activities conducted under CASC-OR authority.

Conduct occurring outside this jurisdiction shall not be subject to CASC-OR disciplinary action.

(iv) Notwithstanding the above, CASC-OR may act regarding a person's eligibility to participate in CASC-OR activities if their conduct, wherever it occurs, is egregious, unlawful, or materially prejudicial to CASC-OR's reputation, safety, integrity, or ability to operate. Such action shall be taken as a governance matter and not as a disciplinary proceeding.

(v) The Board of Directors shall maintain a Conduct Policy that sets out definitions of misconduct, procedures for complaints, and available penalties. All complaints shall be handled in accordance with that policy.

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IV. MISCELLANEOUS PROVISIONS

The badge of CASC-OR shall be displayed with due prominence on all CASC-OR publications, documents, stationery, etc.

A. OFFICIAL DOCUMENTS

The administration and conduct of all CASC-OR activities and championships shall be organized and conducted in accordance with the following documents in the listed order as they apply:

(i) For Competition Events:

The General Competition Rules
The Competition Division regulations as issued from time to time by CASC-OR
The supplementary regulations of the series
The supplementary regulations of the event

(ii) For All Other Events and Activities (whether taking place at an event or elsewhere):

These Bylaws
The Manual of Policies and Policy Appendices
The Letters Patent of CASC-OR

Official documents may be published electronically.

B. MISCELLANEOUS

(i) The auditor or auditors of CASC-OR shall be such person(s) or corporation as may be from time to time appointed by The Board of Directors.

(ii) Any member club may withdraw from membership in CASC-OR upon giving the Board of Directors thirty (30) days' notice in writing of its intention to do so.

(iii) The corporate seal of CASC-OR shall be kept at the Head Office.

(iv) Two officers of CASC-OR must sign all documents requiring the application of the corporate seal of CASC-OR. Electronic signatures are acceptable and the corporate seal is optional unless required by law or third parties.

(v) The location of the Head Office of CASC-OR shall be in the Province of Ontario.

(vi) In these Bylaws, the singular shall include the plural and the plural, the singular and the masculine shall include the feminine and the feminine the masculine.

(vii) CASC-OR shall maintain reasonable measures to protect personal information and digital systems.

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V. AMENDMENTS

The Board of Directors may from time to time amend existing bylaws or pass new bylaws governing the conduct of affairs of CASC-OR. No such amendment or bylaw shall take effect until ratified by a vote of at least two-thirds (2/3) of registered votes cast by those persons entitled to vote and voting at an Annual General Meeting or a Special General Meeting called for the purpose.

VI. INDEMNIFICATION

Every Director and Officer and his/her heirs, executors, administrators, and other legal personal representatives shall from time to time be indemnified and saved harmless by CASC-OR from and against:

Any liability and all costs, charges, and expenses sustained or incurred in respect of any action, suit, or proceeding that is proposed or commenced against the Director for, or in respect of, anything done or omitted in respect of the execution of the duties of office.

All other costs, charges, and expenses sustained or incurred in respect of affairs of CASC-OR.

None of the foregoing shall apply in respect of any matter occasioned by an act or omission of a Director or Officer that is willful and wrongful nor shall it apply to any liability that the Director or Officer may have to CASC-OR itself for breach of any duty owing by that Director or Officer to CASC-OR.

Every member of a CASC-OR Member Club, his/her heirs, executors, administrators, and other legal representatives shall from time to time be indemnified and saved harmless to the same extent and subject to the same exception in respect of any liability and all costs, charges, and expenses sustained or incurred in respect of any action, suit, or proceeding against him/her while acting for or on behalf of CASC-OR with proper authority to do so in connection with any of the activities of CASC-OR arising out of his/her authorized actions in connection therewith.

CASC-OR shall at all times maintain Directors' Liability Insurance in an amount determined by the Board, but not less than $5,000,000.00.

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