

Constitution of the Vespa Club of Canada

As supported by the Vespa Club of Canada Board of Directors
November 2022

The national Vespa Club of Canada is a non-profit organization.

Registered Office Address:
2133 Lemay Crescent
Ottawa, Ontario
Canada
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1. NAME

The national Vespa Club of Canada, hereafter referred to as the “VCC”.

2. PURPOSE

The VCC is organized to serve as the national club to:

- promote, support and encourage all aspects of the Vespa scooter in travel, restoration, competitions and social gatherings;
- support the creation of local clubs which are responsible for maintaining local membership lists and organizing local events;
- serve as the umbrella club protecting the interests of local clubs and members’ interests;
- maintain a national membership list and support national events with the assistance of local clubs;
- represent local clubs regarding event insurance, as appropriate; and
- serve as the Canadian member in the Vespa World Club.

3. STRUCTURE

3.1 This Constitution recognizes that the VCC is a Club in transition. It is currently run by a Board of Directors comprised of a President, Vice President, and Secretary/Treasurer (referred to as the Secretary). Other positions will be created and filled as deemed necessary.

3.2 The VCC is mandated to support the creation of local, like-minded clubs. Once there is sufficient number of local clubs, they will assume full responsibility for their members, wherein local clubs will be run by members for members. Each local club will be further responsible for creating its own Board of Directors and headed by a local club President. Similar to the national VCC, each local club will be required to register as a non-profit organization.

3.3 The National and local clubs Boards of Directors will be elected for a three (3) term at the Annual General Meeting (AGM) scheduled the year prior to the expiration of each Board.

3.4 This Constitution is to be read in conjunction with the By Laws, established June 2022.

4. ASSETS

4.1 All objects, revenues and assets of the VCC are collected to support the activities of the VCC and its local clubs to the benefit of club members and to support the continuation of the VCC as a club. Revenues will include membership fees, event registration, shop sales, bequests, donations, contributions or grants, etc. paid to the VCC or a local club.

5. FINANCES

5.1 Any financial relationship between the VCC and any external source must be approved by the Board of Directors, and be reported, via the Balance Sheet, at the Annual General Meeting.

5.2 There shall be no payment to members of the Board of the VCC or local clubs, except for documented reimbursement of out-of-pocket expenses incurred in the running of the club or its events, as endorsed by the Board.

5.3 The financial year for the VCC begins on January 1 of each year and ends on December 31 of each year.

5.4 The VCC may employ any external source in order to help the club facilitate its efforts, including legal requirements made upon them by law and duty of care.

6. VCC ANNUAL GENERAL MEETING

6.1 An Annual General Meeting (AGM) will be called every November / December in accordance with this Constitution.

6.2 Members of the VCC Board of Directors and Presidents of each local club are invited to participate in the AGM, having an active role in discussing and voting on agenda items. All VCC members are invited to observe the AGM. Quorum will be obtained with participation by two thirds of VCC Board of Directors and two thirds of local club Presidents. If a President is unable to attend, participation can be delegated to the club's Vice President.

6.3 In order for a proposal or nomination to be discussed at the AGM, it needs to be referred by a club President to the VCC Secretary and added to the AGM meeting agenda. The Secretary must be in receipt of proposed written agenda item at least 21 days in advance of the AGM and be present at the AGM to speak to the issue. The agenda needs to be proposed by the VCC President and

seconded by a member of the Board of Directors or a local President prior to commencement of the AGM.

6.4 In order to hold a position on the VCC Board of Directors or to be a local club President or Board member, and participate in an AGM, one must be a registered VCC member, and have paid the yearly membership fee.

6.5 A Record of Decision will be prepared following each AGM and will be posted on the VCC website.

7. BUSINESS AT THE AGM

7.1 The AGM Agenda will include the following:

- opening, apologies and acceptance of the minutes from the previous year's AGM;
- financial statement, presented by the Secretary and approved by participants;
- voting to fill any vacant position on the VCC Board of Directors, and will include a General Election every three years;
- creation of a new local club, whereby a two thirds majority is required for endorsement;
- proposals submitted by local club Presidents for decision, whereby a two thirds majority is required for endorsement;
- discussion of any modifications proposed to the VCC Constitution or new policies or procedures, whereby a two thirds majority is required for endorsement;
- review of membership fees and benefits, whereby a two thirds majority is required for endorsement;
- proposed VCC or local club activities, whereby a two thirds majority is required for endorsement. Not all events require endorsement, but significant events, such as a proposal to host the Vespa World Days or a national event uniting all local clubs or if financial support is being requested, are examples that could require endorsement. A review of an event held during the year to highlight successes or lessons learned could also be added to the agenda.

8. VOTING AT THE AGM

8.1 Voting at the AGM on all decisions will be based on a two thirds show of hands majority. In the event that there is no two thirds majority, the President will cast the deciding vote; in the absence the President, the deciding vote will be cast by the Vice President.

8.2 In order for a vote to be cast on an agenda item, the proposing Board Member must state the purpose of the resolution, as well as the text of the resolution, thereby authenticating it. A resolution may properly be moved at a meeting unless:

- it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the VCC's constitution or otherwise);
- it is defamatory of any person or club; or
- it is frivolous or vexatious.

9. COMMITTEE POSITIONS

9.1 The VCC Board of Directors is currently comprised of a President, Vice President, and Secretary/Treasurer (referred to as Secretary). Only registered club members are eligible to hold a position on the national VCC Board of Directors. Members will hold the position for a period of three (3) years. Incumbents are eligible for re-election at the end of their term.

9.2 As clubs develop and evolve, other Board members may be named to fill positions that become necessary. Other positions could include a Membership Secretary, Social Media Director, Website Coordinator, Editor, Local Club Coordinator or other position deemed necessary to run the VCC.

9.3 Local clubs also require a President, Vice President and Secretary/Treasurer.

10. TERMINATION OF A BOARD MEMBER

10.1 If a Board Member is found to be ineffective, found wanting or disruptive, or has broken the Board's code of conduct, the VCC President, or in their absence the Vice President, will:

- speak with the individual, providing the offending Board member a right of reply (the verbal first step);
- based on a majority vote by the VCC Board, issue a written warning to the offending Board member and allow for a 14 day right of reply (the written second step);
- with a two thirds majority support of the VCC Board of Directors, issue a suspension to the offending Board member if the offending action continues (the third step);
- call an emergency meeting of the VCC Board of Directors to vote for termination of a Board member, and will issue the decision to the offending Board member (the final step), which could include termination of position and revocation of membership.

10.2 If a Board Member is terminated, membership will be revoked but membership fees will not be reimbursed.

11. LOCAL CLUBS

11.1 Recognizing that the VCC is a new entity, local clubs are only now in the process of being established. As such, annual membership fees will be paid by each member to the VCC through the VCC website. While membership is currently at the national level, it is expected that local members will join together to form local clubs and will elect a Local President, Local Vice President and Local Secretary, who will assume the same responsibilities as their counterparts in the national VCC. Local clubs must be comprised of at least 3 current registered VCC Members. Local clubs falling below that number will be removed as a Club recognized by and affiliated with the VCC.

11.2 In order to be recognized as an affiliate of the VCC, a local club must have a functional Board of Directors, register itself as a non-profit organization, and be endorsed at the AGM.

11.3 Upon creation of a local club, the local Board of Directors will maintain its own membership list, which will be shared with the VCC.

11.4 Although annual membership fees will be paid to the VCC, once a Local Club has been accepted by the VCC and established as a non-profit organization, an established portion of the membership fees will be provided to the local club. These membership fees can be used by the local club to sponsor a local event for their members or to assist in covering other expenses as approved by the local Board of Directors. At least one event promoting the Vespa brand, the Local Club and the VCC, must be organized each year. An event could be a group ride, a skills refresher course or a charity event.

11.5 Given the large geography of Canada, and coupled with the short riding season, it is understood that not all VCC members will have access to a local club or have a sufficient number of local members to establish a local club. In this situation, these members are encouraged to develop virtual affiliations with other VCC members with the hope of participating in events when in the area of an established club.

11.6 Local clubs will not be direct members of the Vespa World Club; membership in the Vespa World Club is at the national level through the VCC.

11.7 A page on the VCC website will provide members the contact details of local clubs. In the event that a local club does not currently exist, interested members can contact the VCC to obtain assistance in contacting members in the local area, which could lead to the establishment of a local club.

11.8 Once established, local clubs will:

- promote events in which their members would be interested, which could include ride-outs, road safety, first aid courses, other local or national VCC events, or Vespa World Days;
- hold at least one (1) event per year;
- develop a community and social spirit within the club facilitating friendships, the sharing of knowledge, and camaraderie with other VCC members, including those without a local club;
- create a Board of Directors, including a President, Vice President and Secretary;
- hold a local AGM and report out at the national AGM; and,
- support the vision of the national VCC.

12. MEMBERSHIP

12.1 Membership in the VCC and local club is open to anyone aged 16 and over with an interest in Vespa scooters. Members must uphold the VCC Code of Conduct, set out below.

12.2 An annual membership fee will be charged; for the 2023 year, it is set at \$45Cdn. Membership benefits include a membership card, access to the VCC website, member-only Face Book page, a national Club e-newsletter, a VCC patch, and a club calendar or cup. Following a couple of pandemic years with limited activity and during which membership fees were waived to encourage

camaraderie and shared interests, current membership fees are higher. Membership fees and benefits will be reviewed at each AGM.

12.3 In order to participate in any Vespa World Club events, including Vespa World Days, acceptance as a registered VCC member is required; registration is through the VCC.

12.4 All membership applications are subject to the approval by the VCC, or the local club once established, which reserves the right to refuse or revoke individual membership in the VCC or local club, if such action is considered to be in the best interest of the club.

12.5 Membership is non-transferable.

12.6 The VCC will maintain a web-shop for members with a select stock of clothing, badges, stickers and general items for sale; revenues will support events and other activities as voted on at each AGM.

12.7 Any VCC or local club member found to be using the club or its activities as a platform to criticize, berate or verbally attack the Vespa World Club, the VCC, a local club, or any individual VCC member, they will have their membership revoked as per the VCC Code of Conduct.

12.8 If at any time the VCC Board of Directors determines that a local club is being run to the detriment of the VCC, is excluding members or membership from local VCC members for no apparent reason, or is being run for personal or financial gain, the local club will be notified of changes required, which could range from revocation of membership, a change of leadership or removal of that club from the VCC.

12.9 No local club or member will be allowed to bring the VCC into disrepute at any time, and should help promote the VCC and local clubs, support VCC members, and promote the Vespa brand.

13. COGS

13.1 All local clubs are encouraged to create a cog logo, subject to the approval of the VCC Board of Directors. Each cog logo is to be designed by the Local Club and be representative of the area. The cog logo is the property of the VCC. All cogs must conform to the template provided by the Vespa World Club through the VCC.

14. LIABILITIES

14.1 Each member of the VCC and its Local Clubs must satisfy themselves as to the suitability of any course, facility, advice or product offered, and ensure that adequate insurance and medical arrangements have been made to protect their interests with regard to any activity undertaken.

14.2 Each member is liable for their own conduct and responsible for their Vespa(s).

15. CODE OF CONDUCT

15.1 Any complaints or questions regarding the day to day running of the VCC or a local club should be directed to the National VCC through a member's local club. Where there is no local club, questions should be directed to the VCC Board of Directors through the VCC website or Private Message. This should be done in a respectful manner. Any form of social media exacerbating the issues must not be used.

15.2 When posting on forums or social media, whether club sponsored or not, members will not engage in criticism of other members of the club, Board Members, or the VCC or a local club.

15.3 It is expected that members behave responsibly and ensure that they conduct themselves in a manner which will not injure the reputation of the club, its events locally or nationally, officials, participants, sponsors, or the reputation of Canada or the Vespa brand.

15.4 Members must treat all people associated with the club, including its members, volunteers, and sponsors with respect at all times.

15.5 All members should act in a positive and constructive manor towards the VCC and the Vespa World Club and should not bring a club or its name or function into disrepute.

15.6 Any member found to be using a pseudonym or supplying false information in their membership details will have their application rejected or membership terminated.

15.7 If any member is found to bring the Vespa World Club, the VCC or local club into disrepute, the VCC Board of Directors has the right to suspend or revoke that person's membership. Upon revocation of membership, the membership fee will not be returned to the person.

15.8 Any VCC or local club member holding a position on the Board of Directors must be diligent in fulfilling their role and act in a manner to ensure that the VCCs roles and obligations are fulfilled financially, morally and with due diligence. During the AGM and Board meetings, they must behave in a civil, respectful and appropriate manner. They must attend to their fiduciary responsibility and make decisions based on what is best for the Vespa Club of Canada regarding finances.

15.9 Members of the Board of Directors must not take advantage of their position on the Board in any way. They must act impartially and declare any real or perceived conflicts of interests as they arise and act to ensure that they do not pose any risk to the organization or influence any decisions made or voted on. They must be open to feedback from members and respond appropriately, be honest, act as a positive role model and demonstrate good behaviour while adhering to the policies and procedures established by the Club. They must not contact anyone, including the media, social media or Club members about any aspect of the Club that could damage its reputation or the reputation of the Committee unless under exceptional circumstances or by agreement of the Committee.

16. EQUALITY AND DIVERSITY

16.1 All VCC members will be treated with dignity and respect, not harassed, abused or intimidated regardless of race, ethnicity, nationality, religious or political beliefs, gender, sexual orientation, disability and/or age.

17. VESPA WORLD CLUB

17.1 The VCC is a member of the Vespa World Club. In conjunction with its local clubs, it should support the aims and events organized by the World Club.

17.2 Registration in, and participation at, Vespa World Club events, such as the annual Vespa World Days, is through the national VCC. Members participating in such events should do so with the aim of positively representing Canada and promoting the VCC and the member's Local Club.

18. CHARITY

18.1 The VCC and local clubs will support an agreed upon charity at events, when deemed appropriate.

19. VESPA CLUB OF CANADA LOGO AND NAME

19.1 All images of any VCC cog with the name "Vespa Club of Canada" belong to the Vespa Club of Canada. These images are designed in house and are owned by the VCC.

19.2 The Vespa World Club and Piaggio allow the use of the words "Vespa" and "Vespa Club" by the VCC and its Local Clubs.

19.3 The VCC and Local Club logos will conform to the cog template provided by Piaggio. The cog logo can be used on various merchandise, including t-shirts, cups, banners, badges, pins, etc.

20. GENERAL DATA PROTECTION REGULATION (GDPR)

20.1 The VCC holds a limited amount of data on its membership and that of its local clubs. This data is used purely for the day to day running of the VCC and local clubs. It will not be sold or shared with any external third-party source for financial gain or marketing purposes.

20.2 All data collected will be the data that each member voluntarily submits in the membership application. This information will include full name, household address, mobile and/or landline phone numbers, e-mail address, and make/model of owned Vespa(s).

20.3 The data will be used for sending out Membership packages, membership renewal reminders, distributing VCC e-Newsletters, updates on VCC news and events, and supporting local connections in the hope of growing local clubs.

20.4 The data will only be accessed and used by Members of the VCC Board of Directors who may deem it appropriate to share it with localized members interested in starting a local club.

20.5 When a member orders tickets through the VCC or a local club for an event being organised by a third party, the VCC or local club will not send out the member's full data, but will provide only their name, membership number, affiliated club, e-mail address, and a vehicle registration number if required.

If a member's data is required for anything else, then the members must be informed prior to release.

20.6 A VCC member has the right to ask for all or part of any data being held by the VCC to be removed and destroyed upon submitting a written request to the President.

20.7 The VCC and its Board of Directors, as well as Boards of local clubs, have a duty to protect any information that they hold about their members. Each Club will take measures to safeguard this data and implement security standards to prevent any unauthorised access to it. Information that a member has provided to the VCC will be stored securely and will only be used for the purpose(s) stated above.

20.8 Historical information on expired memberships may be retained in order to keep the membership number against a person's name in the event that they seek to re-join the VCC; this data will be retained for an eighteen (18) month period.

21. CLOSURE

21.1 In the event of a Special Resolution being passed through a process to be decided by the VCC Board of Directors to close the VCC, the VCC Board of Directors would look to support the decision and release the VCC's assets and funds; these proceeds would be used to make a charitable donation to a charity of the choice of the VCC Board of Directors.

21.2 With the closure of the VCC, all Local Clubs would also be closed; any accumulated assets would similarly be donated to an agreed upon charity.

22. THE PRESIDENT

22.1 The president, or in the absence of the President, the Vice President, will:

- create a vision for the club and lead members in upholding this vision;
- have overall responsibility for Vespa Club of Canada and its Board of Directors;
- preside over the Annual General Meeting (AGM) and report on the current state of the club;
- take any decision needed at the AGM or any other meeting in the event of a tied vote;
- be responsible for enacting decisions taken at the AGM and ensure that appropriate records are maintained;

- be responsible for acting on behalf of the VCC subject to the ratification of decisions at the first possible opportunity in the event of urgent matters;
- serve as the representative of the VCC at meetings of the Vespa World Club, and will present VCC proposals to the World Club, including any proposal to host the Vespa World Days with the support of the Board of Directors;
- liaise with the Secretary of the Vespa World Club to ensure that the VCC's views and interests are taken into account regarding the Vespa World Club Policies;
- support development and distribution of a national e-Newsletter comprised of input from members of the VCC and local clubs.

23. THE VICE PRESIDENT

23.1 Reporting to the President, the Vice President will serve as deputy to the VCC President and will serve as an alternate for the President when they are unable to undertake club tasks.

23.2 The Vice President will also:

- contribute to implementing the vision for the VCC;
- promote the establishment of local clubs;
- ensure appropriate records are properly maintained;
- in the absence of the President, preside over the Annual General Meeting, and report on the current state of the club; and,
- produce reports and presentations as required by the VCC Board of Directors.

24. THE SECRETARY/TREASURER

24.1 Reporting to the President, the Secretary/Treasurer (referred to as the Secretary) will be responsible for:

- maintaining all aspects of the VCC's financial transactions;
- work with members of the VCC Board of Directors to identify expected income and expenditures;
- produce and present both a draft and final budget for each year to the Board of Directors;
- make payments for approved spending within the budget;
- monitor all financial accounts to ensure a reasonable balance is maintained;
- make necessary transfers between VCC financial accounts in order to protect the assets of the VCC, and to keep the club in financial wellbeing;
- be responsible for setting up the AGM and other meetings, and ensuring that agendas and appropriate notes are distributed in a timely fashion;
- respond to email queries within an acceptable timeframe;
- raise with the VCC President any complaints lodged by a VCC member, and seek to collaboratively resolve the issue; and,
- maintain the VCC membership list and liaise with local clubs to include their membership in the national VCC list.