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CONSTITUTION OF

North American Singer Owners Club

ARTICLE I - NAME, PURPOSE AND RESOURCES

Section 1. The name of this organization shall be North American Singer Owners Club ("NASOC", herein also referred to as the "Association"), and it shall be a non-profit association governed under the laws of the State of Arizona. NASOC's registered office shall be at 2113 Avenida Planeta, Tucson, AZ 85710, USA, or such other address as its Officers may designate from time to time hereafter.

Section 2. The purpose of NASOC shall be to encourage, promote and assist with salvaging, preserving, restoring of automobiles built from 1905 to 1970 by the companies known variously as Singer & Company, Singer Cycle Co Ltd, Singer & Co (1909) as well as Singer & Company Ltd from 1912 to 1936, Singer Motors Ltd. from 1936 to 1955 and Rootes Security Ltd from 1955 (or with major components from these companies such as HRG). Without limitation, the scope of NASOC's purpose shall be to:

- a. Assist and advise NASOC members with historical information, restoration tips, spare parts information and technical advice so that the Singer marque may be preserved so that it will retain its place in historical automotive development.
- b. Arrange or participate in NASOC or British car events each year within North America, at which Singer cars will be shown and judged for originality or quality of restoration. During such events, members may buy or exchange parts and literature.
- c. Foster goodwill and friendships among its members and provide for mutual assistance in members' efforts to restore, preserve and enjoy their Singer automobiles

Section 3. NASOC shall, in furtherance of the above-captioned objectives, implement and maintain the following activities:

- a. The appointment of Registrars, each responsible for areas such as: Historian, Librarian, Spares & Parts, Pre-War Singers, Nine Roadsters, 4AD, Hunter and Gazelle, respectively. These Registrars shall endeavor to assist any member requesting assistance in obtaining parts or general information.
- b. The publication of the NASOC News Magazine, six times annually, with reports from Officers and Registrars, editorials, articles about events, historical features, technical articles, members experiences, letters to the Editor and/or NASOC, and classifieds. The News Magazine may be supplemented by electronic publications distributed by e-mail.
- c. The maintenance of NASOC's website with NASOC information, events, historical and technical information, member's showcases, classifieds, bulletin board, and such other information as the Officers and the Webmaster deem necessary or desirable.

ARTICLE II - MEMBERS AND DUES

Section 1. Any prospective member who has submitted a properly executed application for membership and paid the appropriate dues may become a member of NASOC. It shall not be a prerequisite for any member to own a Singer automobile. There shall be only one class of membership.

Section 2. Dues for membership shall be of an amount set and reviewed from time to time by the Officers.

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Section 3. Members shall be entitled to participate in all NASOC activities and shall receive the NASOC News Magazine and any other official club publications. Members may further (i) request assistance from the Registrars; (ii) run for elected office in NASOC; and (iii) vote for Officers and serve as an appointed committee member on any committee created by the Officers.

Section 4. Automatic termination of membership shall occur if a member's dues remain unpaid on April 1 of the year for which such dues accrue.

ARTICLE III –OFFICERS

Section 1. NASOC shall be governed by its Officers. There will be six Officers.

Section 2. Officers shall be elected by majority of NASOC members casting ballots. Ballots may be cast in person, by mail, facsimile transmission, or by electronic communication at the NASOC Secretary as long as the senders address can be verified. There shall be no cumulative voting, and all officer elections shall be conducted simultaneously every three years in the month of November. The six Officers shall include a President, a Vice President, a Secretary, a Treasurer an Editor and a Webmaster. Any person may hold up to and including two offices; provided, however that (i) this shall not apply to the office of President, it being understood that the President must preside over the membership and the Officers and maintain a status independent of any other office to enable the President to effectively manage the Association, and therefore the Office of President shall not be held by any individual in conjunction with any other office; (ii) if any two Offices are held by the same individual, such individual shall only be entitled to one vote at any Officer Meeting and (iii) two Offices may only be held where no member has been nominated or where a vacancy appears between elections. Officers shall serve for a term of three years without a term limit imposed for any Officer. The Officers may, by majority vote, elect to allow voting by proxy by the members. If voting by proxy is allowed, ballots for the then-pending elections shall also include an option for voting members to assign their vote to any Officer or other member.

Section 3. At least four months prior to the election date in any election year the members will be informed of that date through an announcement in the NASOC News Magazine. Any nominations should be forwarded to the Secretary not later than two months prior to the election date. No later than thirty days prior to the election, the Officers shall disseminate the final ballot to the membership via another announcement which shall also state that such ballot must be received by the Secretary no later than on the date of election to be valid. Each ballot cast must be signed and dated by a voting member to be valid. Only votes cast will be counted (non-voters will not be counted as votes for incumbents). Each ballot cast by a voting member shall be verified by the Secretary and included in the tally. The Secretary shall then report the cumulative votes for each nominated officer to the Officers. The President shall certify the vote, and the results will be published in the next issue of the NASOC magazine. Vote results shall also be posted on the NASOC website within a reasonable time. Ballots shall be retained by the Secretary until the next election date.

Section 4. Any Officer may be removed from office for any of the following reasons:

- (a) death or incapacity of the Officer;
- (b) withdrawal by the Officer or abandonment of duties; provided that "abandonment of duties" shall be defined as any instance in which all of the remaining Officers concur in writing that the respective Officer has substantially failed to perform his or her duties.
- (c) Demonstrated conduct, including negligent, reckless or intentional acts or omissions by such Officer which are, in the opinion of all of the remaining Officers, detrimental to the membership, NASOC, or the Officers, or any intentional acts substantially outside of the

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scope of duties performed by such Officer without express prior consent of a majority of the remaining Officers.

Section 5. In the event any office is vacated pursuant to Section 4 above, the remaining Officers shall, by majority vote, appoint one of the remaining Officers to that office, provided that the conditions in Section 3 above are adhered to. In the event the President is the removed Officer the newly elected Officer will transfer his former duties to one of the other remaining Officers until the next election date.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. The **President** shall preside at all membership meetings, and shall be chairman of the board of Officers. The President shall assume primary responsibility for compliance with and enforcement of the Constitution of NASOC. Subject to approval by majority vote of all Officers, the President shall appoint all registrars and committees. The President shall see all books, reports and certificates required by law are properly kept or filed. The President shall preside at all meetings of the Officers. The President may not vote at any Officer Meeting or at any Regular Annual or Special Meeting of the membership, except in any event described in Article III, Section 4 or Section 5, or for purposes of appointments as set forth in this Section 1.

Section 2. The **Vice-President** provides advice and support to the President and shall assume all duties of the President in the event of his absence or inability to exercise his office. In addition the Vice-President shall suggest NASOC activities, recommend events and if requested by the local membership help plan the logistics of the event with the membership local to the event. The Vice-President generally advances the interests and activities of NASOC and performs other duties as may reasonably be requested by the Executive Committee.

Section 3. The **Secretary** shall keep the minutes and records of the organization in appropriate books, and shall file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to Officers and members of the Association and shall be the official custodian of the records of NASOC. The Secretary shall maintain minutes of any and all Officer Meetings. The Secretary shall be responsible for issuance and collecting of proxies and ballots for all elections, verification of all vote tallies, and maintaining records of all NASOC meetings. The Secretary will share with the Treasurer the maintenance of a current membership list and assist other Officers in maintaining a register of all Singer cars owned by the membership. The Secretary shall be responsible for sending welcome letters to all new members. The Secretary will act as liaison between NASOC and Singer owner clubs abroad. The Secretary shall also prepare an annual report about NASOC's activities. The Secretary shall timely forward all information above to the Editor for publication.

Section 4. The **Treasurer** shall have the care and custody of all monies belonging to the Association and shall be solely responsible for such monies or securities of NASOC. The Treasurer shall be responsible for collecting all dues from the membership, and shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$1,000.00 and the balance of the funds of the organization shall be deposited in a savings bank. The Treasurer shall sign checks or drafts of the Association, provided, however, that any disbursement of funds in excess of \$500.00 per expenditure shall be subject to the prior written authorization of the President or at least two other Officers. The Treasurer shall prepare a financial report at least annually and present the same to the Officers and the membership. The Treasurer shall be responsible for any and all state and federal tax filings, provided, however, that NASOC shall retain the services of an independent certified public accountant to prepare and file such taxes. The Treasurer shall maintain an electronic database for all Members, including detailed account information, and current mailing addresses for all Members.

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Section 5. The **Editor** is responsible for content and timely publication and distribution of all NASOC publications. The Editor shall solicit members to produce articles for the NASOC News Magazine or other NASOC publications. The Editor may, in his sole reasonable judgment, schedule, amend, edit, or modify articles. The Editor shall ensure that no articles that contain copyrighted or patented material, or which are offensive, defamatory, or of a derogatory nature, are published. In the event the Editor becomes aware of any article containing any of the aforementioned caveats or conditions, the Editor shall promptly notify all Officers and explain in reasonable detail the Editor's objection to publication of the material in question. Only if the majority of the Officers nevertheless request publication of such material, the Editor has to print it in substance.

Section 6. The **Webmaster** is responsible for the maintenance and operation of the Official NASOC website, as well as the uploading and removal of any material submitted to the site. The webmaster is also responsible to submit ideas and suggestions for the practical development of the site, as well as budget and infrastructure costs, as approved by the Executive. The Webmaster also acts as moderator in the various Club forums and assures that the Code of Conduct for such forums is followed. In instances where a breach of conduct has occurred, the Webmaster shall report such activities to the Executive for consideration and further action. The Webmaster is also responsible to ensure that content of the site is suitable and appropriate to the hobby and is not of a derogatory, inflammatory or political/ religious nature.

Section 7. All Officers shall be responsible for **Events Coordination** to foster, promote and support the organization of activities and generally advance the interests and activities where Singer cars may participate with the assistance of the club. Such events may be regional, national or international. Any member may also organize and promote such events and may request the assistance of the club.

Section 8. No Officer shall for reason of his office be entitled to receive any **salary** or **compensation**, but nothing herein shall be construed to prevent an Officer for receiving compensation from NASOC for reimbursement of materials, or expenses as first approved by a majority of the Officers.

ARTICLE V - OFFICER MEETINGS

The Officers shall conduct at least one Regular Officer Meeting per year, to be conducted in the month of April of each successive year, or at such time during such year as otherwise first agreed to by a majority of the Officers. An Officer Meeting may be facilitated by telephone conference, videoconference, or similar electronic forum. Either the President or any three of the other Officers may call a Special Officer Meeting. Written notice of any Officer Meeting shall be sent by the Secretary to each Officer at least fourteen days prior to the meeting. The Secretary will prepare and circulate the minutes of each meeting to the other Officers for their comments. He will also make an abstract of those minutes for publication in the NASOC Newsletter and on the NASOC website.

ARTICLE VI - CLUB POLICY

No member shall participate in, or assist in the promotion of, a commercial or charitable enterprise in a manner implying sponsorship of NASOC without the express written permission of all of the Officers.

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ARTICLE VII - AMENDMENTS

Any proposed amendment to this Constitution may be presented to the Secretary by any member. The Officers shall, in their sole judgment, determine whether the proposed amendment should be submitted to the membership for consideration. If the proposed amendment is approved by the Officers, the proposed amendment shall appear either on the next election ballot of the Officers or in an issue of *NASOC News Magazine* at least twenty-one days prior to such election. Any amendment, repeal, or alteration of this Constitution shall only be effective if passed by a majority vote of responding members.