

SBPATV

South Bruce Peninsula A.T.V. Club

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Club Bylaws

SOUTH BRUCE PENINSULA ATV CLUB**CORPORATION BY-LAWS**

A by-law relating generally to the conduct of affairs of the South Bruce Peninsula ATV Club.

Be it enacted, and it is hereby enacted, as a by-law of the South Bruce Peninsula ATV Club (hereinafter called the "Corporation") as follows:

Head Office

1. The head office of the Corporation shall be in the Town of South Bruce Peninsula, in the Province of Ontario (subject to change by special resolution) and at such place therein as the Directors may from time to time determine.

Corporate Seal

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

Board of Directors

3. The affairs of the Corporation shall be managed by a Board of no more than nine Directors (who shall receive no remuneration for acting as such) selected to represent geographical, private sector, education, health and social interest groups but excluding municipal councillors and legislators.
4. The Directors of the Corporation may exercise all such powers and do all such acts and things as may be done or exercised or done by the Corporation or by a statute expressly directed or required to be done by the Corporation at a general meeting for members subject to the provisions of any agreement with the Minister of Employment and Immigration for Canada in effect from time to time.
5. A Director shall be eighteen years or more of age and, subject to the provisions of Section 286, of the *Corporations Act* (Ontario), shall be a member of the Corporation.
6. No person shall be elected as a Director or the Corporation, or appointed as a Director to fill any vacancy, or having been so elected or appointed shall continue to serve as Director for the Corporation if they are not a resident of, or an employee within the area served by the South Bruce Peninsula ATV Club.

7. A Director's term of office shall, subject to the provisions, if any, of the Letters Patent or supplementary letters patent of the Corporation, be for three years commencing from the date of the meeting at which they are elected or appointed or until their successors are elected or appointed.
8. One third of the Directors will retire each year in rotation, with elections held at each annual meeting to fill vacancies. Any Director shall be eligible for re-election providing they have not served the maximum term of six consecutive years. Any Director having served the six year maximum shall not be eligible for re-election until a period of eleven months has elapsed. The election shall be by a show of hands unless a ballot is demanded. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass a resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of votes cast at that meeting, elect any person in his stead for the remainder of his term.
9. The Manager of the Corporation shall be an ex-officio member of the Board without any right to vote, and shall serve as a resource person to the Board.

Powers

10. The Directors of the Corporation may administer the affairs of the Corporation in all things and may cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all things as the Corporation is by its charter or otherwise authorized to exercise to do.
11. Without in way derogating from the foregoing, the Directors are expressly empowered, from time to time, to carry out the business of the Corporation.

Remuneration of Directors

12. The Directors shall receive no remuneration for acting as such, except for reimbursement for reasonable expenses incurred in carrying out corporation business. No director shall benefit directly or indirectly from carrying out his duties as a member of the board.

Vacancies, Board of Directors

13. A vacancy shall occur on the Board of Directors if:

A Director shall resign his/her position by delivering a written resignation to the Secretary of the Corporation.

By a resolution passed by two-thirds of the votes cast at a Director's meeting, of which notice specifying the intention to pass such a resolution has been given.

Any Director who misses three consecutive board meetings without reasonable grounds acceptable to the Board, may at the discretion of the majority of the board, be removed from office, and a replacement named to fill out the balance of that Director's term subject to the terms contained herein.

14. Any Director who resigns or is asked to resign shall also, upon their resignation, cease to be a member of the Corporation.
15. Vacancies of the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the candidates they feel are qualified to serve. Otherwise such vacancies shall be filled at the next annual meeting. If there is no a quorum of Directors, the remaining Directors shall forthwith call a special meeting to fill the vacancy.

Quorum

16. The affairs of the Corporation shall be managed by a Board not to exceed nine Directors. A quorum shall consist of 50% plus one (1) of the active members, provided, however, that no meeting of Directors shall be held unless at least one (1) of the Corporation's elected officers is present thereat. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

Committees

17. The Board of Directors may from time to time, as deemed necessary, appoint committees consisting of such number of Directors as may be deemed desirable and may prescribe their duties.
18. Any committee so appointed may meet for the transaction of business, adjourn, and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board of Directors, quorum shall be 50% plus one (1). Questions arising at any meeting of a committee shall be decided by a majority of votes. The Chairperson of the meeting shall not be entitled to vote except to cast a deciding vote in the case of an equality of votes.

Executive Committee

19. The Board of Directors shall elect among its number an executive committee consisting of such number of Directors, not less than three, one of whom must be the Chairperson or

Vice Chairperson, unless otherwise determined by the Board. The executive committee shall advise the Manager of the Corporation and make recommendations to the Board.

Meetings of Directors

20. There shall not be less than six (6) meetings per year.
21. The annual meeting of the members of the Corporation shall be held in each year at such place on such day and at such time as the Directors by resolution determine, but not less than 90 days from the fiscal year end, for the purpose of:

Hearing and receiving the reports and statements require by the *Corporations Act* to be read at and laid before the Corporation at any annual meeting.

Electing such Directors as are to be elected at such annual meeting.

22. Meetings of the Board may be held at any place within or outside Ontario, as designated in the notice calling the meeting.
23. Meetings may be called by the Chairperson (Vice-Chairperson), by the Secretary on direction of the Chairperson (Vice-Chairperson) or by the Secretary on direction of 50% of the Directors. Notice of such meeting shall be mailed to each Director not less than seven days before the meeting. Notwithstanding, the Board may appoint a day and hour and location in any month for regular meetings and of such regular meeting, no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting for the board.

Errors in Notice, Board of Directors

24. No error or omission in giving notice for a meeting of Directors shall necessarily invalidate such meeting or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meetings and ratify and approve of any or all proceedings taken or had thereat.

Voting, Board of Directors

25. Unless otherwise required by the provisions of the *Corporations Act* or the by-laws of the Corporation, all questions arising at a Directors' meeting shall be decided by a majority of votes, based on one vote per Director. The Chairperson shall not be entitled to vote, except in the case of a tie, where the Chairperson shall cast a deciding vote. All votes at

such meeting shall be by a show of hands, unless a Director requests secret ballots be used. A declaration by the Chairperson that a resolution has been carried and a confirming entry in the minutes will serve as prime facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. In the absence of the Chairperson, his duties may be performed by the Vice-Chairperson or such Director as the board may from time to time appoint for the propose.

26. There shall be no proxy votes for any purpose at any meeting of the Corporation.

Protection (Indemnification) or Directors

27. Every Director or officer of the Corporation and his heirs, executors and administrators and estates and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:
- A. All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
 - B. All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Officers of the Corporation

28. There shall be four Officers; Chairperson, Vice-Chairperson, Secretary and Treasurer, and such other officers as the board of directors may determine by a by-law from time to time, one person may hold more than one office except the Chairperson. The officers will be elected by the Board of Directors from among their numbers for a maximum three year term at the first meeting after the annual election or confirmation of such Board.

Duties of the Officers

29. The Chairperson shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors, the Chairperson shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The Chairperson with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the Chairperson, his duties and powers may be exercised by the Vice Chairperson, or in the event of both their

absences, by the Secretary or Treasurer or such other Director as the Board may from time to time appoint for the purpose.

30. The Secretary shall cause attendance at all Board meetings to records all facts and minutes of all proceedings in the minute book of the Corporation. He shall cause all notices required to be given to members and to Directors, shall have charge of the Corporation Seal, Minute Book and all documents and registers referred to in Section 300 of the *Corporations Act* (Ontario) and perform other duties as required by the Directors.
31. The Treasurer shall cause the keeping of full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall cause to have deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall cause the disbursement of the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall verify all expenditures and initial all invoices. He shall render to the Board of Directors at the regular meetings hereof or whenever require of him an account of all transactions of the treasurer, and of the financial position of the Corporation.
32. All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

Vacancy of Office

33. If a vacancy shall occur in any office by reason of resignation, disqualification, or otherwise, the Directors may by resolution elect or appoint a person to fill such vacancy.

Execution of Documents

34. All cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchanges shall be signed by such Officer or Officers or person or persons, and in such manner as the Board of Directors may from time to time designate.
35. Contracts, documents, or any instruments in writing requiring the signature of the Corporation may be signed by the Chairperson or Vice-Chairperson together with either the Secretary or Treasurer, and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors have power from time to time by resolution to appoint any officer or any officers, any person or persons on behalf of the Corporation sign either contracts, documents, or instruments in writing.

36. The Seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed and aforesaid or by any Officer or Officers, or person or persons, appointed as aforesaid by resolution by the Board of Directors.
37. The term "contracts, documents, and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.
38. In particular, without limiting the generality of the foregoing, the Chairperson or Vice-Chairperson together with either the Secretary or the Treasurer shall have the authority to sell, assign, transfer, exchange, convert, or convey any and all shares, stocks, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the corporation and to sign and execute (under the Seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney, and other instruments that may be necessary for the purposes of selling, assigning, transfers, conveyances, powers of attorney, and other instruments that may be necessary for the purposes of selling, assigning, transferring, exchanging, converting, or conveying any such shares, stocks, bonds, debentures, rights, warrants, or other securities on approval of the Board.

Fiscal Year

39. The fiscal period of the Corporation shall terminate on the 31st day of December each year.

Banking Arrangements

40. The Board shall designate by resolution that any two of the Chairman, Vice-Chairman, or Treasurer shall have power to:

Operate the Corporation's accounts with the Bank

Execute any agreement relating to Banking business

Make, sign, draw, endorse cheques and drafts

Deposit of Securities

41. The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only

upon written order of the Corporation signed by such officers, and in such manner, as shall from time to time be determined by a resolution of the Board of Directors, and such authority may be general or confined to specific purposes. The Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or proceeds thereof.

Borrowing

42. The Directors may from time to time borrow money on the credit of the Corporation. The Directors may from time to time authorize any Director, Officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due to the Corporation as the Directors may authorize, and generally to manage, transact, and settle the borrowing of money by the Corporation.

Books and Records

43. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law, are regularly and properly kept.

Conflict of Interest

44. No person employed by the Corporation shall hold positions on the Board.
45. The Corporation shall not retain any Board member for remuneration of any function specific or general that the Board may require carried out by the Corporation.
46. Every Director who has direct or indirect pecuniary interest in any matter shall declare the nature and extent of the interest immediately.
47. If the Board finds that a conflict exists, the Director will withdraw from the meeting for the duration of discussion.
48. A conflict of interest ruling will be made on the basis of a resolution carried by a majority.
49. An "indirect pecuniary interest" is defined as a pecuniary interest by the Director's employer, partner, spouse, parent, child or sibling, in-laws.

50. If a Director has pecuniary interest but did not attend the meeting at which the matter was first considered, disclosure must be made at the next meeting attended.

Rules and Regulations

51. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as it thinks fit.

By-Laws and Amendments

52. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, subject to the provisions of the *Corporations Act*. Written notice to all members of the Board of Directors of the intention to change or amend any by-law, must be given by written notice at least sixty days prior to the annual meeting, and a Quorum of the Board of Directors is required to pass such a resolution.

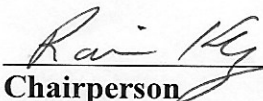
Disposal of Assets

53. Should the South Bruce Peninsula ATV Club terminate activity, any/all assets acquired by the Corporation will be disposed of in a manner acceptable to Canada.

Interpretation

54. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, the vice versa, and references to persons shall include firms and corporations.

Passed by the Board of Directors and sealed with the Corporate Seal this 12th day of May, 2003.


Chairperson


Secretary