

## **BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of the Havelock & District ATV Club.

### **INTERPRETATION**

#### **1. Definitions**

In this By-law, unless the context otherwise specifies or requires:

- (a) *Act* means the Corporations Act, R.S.O. 1990, c. C.38, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) *By-law* means any By-law of the Corporation from time to time in force and effect;
- (c) *Corporation* means Havelock & District ATV Club an Ontario non-share capital corporation incorporated under the Act;
- (d) *Letters Patent* means the Letters Patent and any supplementary letters patent of the Corporation; and
- (e) *Regulations* means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.

#### **2 . Interpretation**

This by-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made there under shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### **OPERATING PRINCIPLES**

### **3. Corporation Operating Principles**

1. Promote safe ATV riding.
2. Arranging for instruction, displays and exhibits of ATV riding skills.
3. Development and maintenance of trails.
4. Arranging matches and competitions and establishing and granting prizes, awards and distinctions; and such other complimentary purposes not inconsistent with these objects.
5. Special provisions: The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

## **HEAD OFFICE**

### **4. Head Office**

The head office of the Corporation shall be in the Township of Havelock-Belmont-Methuen in the Province of Ontario or at such place within the County of Peterborough where the head office is from time to time situate as the Directors of the Corporation may from time to time by resolution fix.

## **SEAL**

### **5. Seal**

The seal of the Corporation shall be such as the Board of Directors may by resolution from time to time approve.

## **DIRECTORS**

### **6. Duties and number**

The affairs of the Corporation shall be managed by the Board of Directors who may be known and referred to as Directors, and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or by statute expressly directed or required to be done in some other manner.

The Board of Directors shall consist of at least three (3) and not more than twelve (12) members.

## **7. Qualifications**

Every Director shall be at least eighteen (18) years of age and shall be a member of the Corporation, and no undischarged bankrupt shall become a Director.

## **8. Election and removal**

The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected.

The Board of Directors will invite eligible persons to become directors of the corporation. Officers of the corporation to be elected by the directors for a term of two years with no option for extension unless voted on by the directors.

At each annual meeting, Directors shall be elected to fill the positions of those Directors whose terms of office have expired and each Director so elected shall hold office for a term of two years.

## **9. Vacation of Office**

The office of a Director shall be vacated if the Director:

- (a) does not within ten (10) days after election or appointment as a Director become a member, or ceases to be a member of the Corporation;
- (b) becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (e) dies;
- (f) is removed from office due to a failure to meet the qualifications set out in paragraph 7; or
- (g) does not attend three (3) consecutive properly called meetings of the Board without reasonable cause which shall be evidenced in writing.

## **10. Filling Vacancies**

Any vacancy occurring in the Board of Directors may be filled for the remainder of its term by the Directors then in office, if they see fit to do so, and so long as there is a quorum of Directors in office.

If the Directors in office so decide, a vacancy may be filled at the next annual meeting of the members for the remainder of its term.

If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no Directors then in office, said meeting may be called by any member.

If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### **11. Executive Committee**

The Directors may elect from among their number an executive committee consisting of not fewer than three (3) Directors and may delegate to such executive committee any of the powers of the Board of Directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Board of Directors.

Subject to the by-laws and any resolution of the Board of Directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

However, the executive committee must have a quorum of a majority of its members for the transaction of business.

Subject to the Act, except the extent otherwise determined by the Board of Directors, the provisions of paragraphs 12 to 19 hereof, inclusive, shall apply *mutatis mutandis*, to the executive committee.

## **MEETINGS OF DIRECTORS**

### **12. Place of meeting**

Meetings of the Board of Directors may be held either at the head office or at any place within the County of Peterborough in the Province of Ontario.

### **13. Notice**

A meeting of Directors may be convened by the Chair or any two Directors at any time.

The Secretary when directed or authorized by the Chair or any two Directors, shall convene a meeting of Directors.

The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting.

Notice of any such meeting shall be served in the manner specified in paragraph 55 of this by-

law not less than two clear (2) days before the meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Provided further that meetings of Directors may be held at any time without notice if all then Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting.

If the first meeting of the Board of Directors following the election of Directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

#### **14. Omission of Notice**

The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

#### **15. Adjournment**

Any meeting of Directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place.

Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat.

The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.

If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **16. Regular meetings**

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

### **17. Quorum**

The number of Directors which shall form a quorum for the transaction of business shall be a majority of the Directors.

Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

### **18. Voting**

Each Director is authorized to exercise one (1) vote.

Questions arising at any meeting of Directors shall be decided by a majority of votes.

In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

### **19. Telephone Participation**

If all the Directors of the Corporation present at or participating in the meeting consent, a meeting of Directors may be held by means of such telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed for the purpose of the Act to be present at that meeting.

## **POWERS OF DIRECTORS**

### **20. Administer Affairs**

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or 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 other powers and do all such other acts and things as the Corporation is by its letters Patent or otherwise authorized to exercise and do.

### **21. Expenditures**

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees.

The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

## **22. Borrowing Power**

The Directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation:
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation:
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (d) delegate the powers conferred on the Directors under this by-law to such officer or officers of the Corporation and to such extent and in such manner as the Directors shall determine in writing.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of a borrowing by-law.

## **23. Fund Raising**

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

## **24. Agents and Employees**

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

## **25. Remuneration of Agents and Employees**

The Board of Directors shall fix the remuneration of all agents and employees by resolution.

## **COMMITTEES**

### **26. Committees**

The Board may from time to time appoint a committee or committees, as it deems necessary or appropriate for such purposes and with such powers, as the Board shall see fit as described in a Board of Directors Policy and Procedures document.

Any such committee will report its progress at every board meeting and may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

The Board may remove any committee member and may fix any remuneration for such committee members.

In addition to the foregoing, at the Annual Meeting each year, the Board shall appoint a Chairperson of each of the Committees described in the “Board of Directors Policy and Procedures” document.

The Committee Chairpersons shall be appointed from among members of the Board of Directors.

The Board at the Annual Meeting shall ratify the names of the Chairpersons so appointed. The Chairperson of each Committee shall appoint members of the Committee from among the members of the Board and/or members of the Corporation.

Each Committee Chairperson shall report to the Board on the work of their Committees, receiving direction and guidance from the Board and seek approval of actions proposed by the Committees.

The Committees shall perform the functions described in the Board of Directors Policy and Procedures document and such other functions as the Board may provide.

## **REMUNERATION OF DIRECTORS**

### **27. Remuneration of Directors**

The Directors shall serve without remuneration and Directors shall not directly or indirectly receive any profit from their positions as such.

Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## **OFFICERS**

## **28. Appointment**

The Board of Directors shall annually or more often as may be required, elect and appoint a Chair, Vice-Chair, Secretary and Treasurer from among themselves.

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a Director;
- (d) the meeting at which the Directors annually appoint the officers of the Corporation;
- (e) that officer's removal; and
- (f) that officer's death.

The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

## **29. Remuneration of Officers**

The officers shall serve without remuneration and officers shall not directly or indirectly receive any profit from their positions as such.

Officers may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## **30. Removal of Officers**

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.

## **31. Vacancies**

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification, or otherwise the Directors by resolution may appoint a person to fill such vacancy.

### **32. Duties of officers may be delegated**

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board Of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any Director for the time that the Board deems appropriate.

### **33. Powers and duties**

All officers shall sign contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:

(a) Chair - The Chair of the Board shall be the chief executive officer of the Corporation, and shall preside at all meetings of the Corporation including meetings of the Board of Directors and of the Executive Committee.

(b) Vice-Chair - The Vice-Chair shall perform all the duties of the Chair of the Board in case of the latter's absence or inability to serve and shall have such other duties as may be assigned by the Board of Directors.

(c) Secretary - The Secretary shall be responsible to keep, or cause to be kept, correct minutes of all meetings, attend to the correspondence of the Board of Directors, give proper notice of all Corporate meetings, and perform other such duties incident to the office of the Corporate Secretary.

(d) Treasurer - The Treasurer shall be responsible for the care and custody of all assets and investments of the Corporation, shall see to the correct recording of all receipts and disbursements and shall render an annual account of this trust to the Board of Directors, and more often when so requested.

(e) Executive Director - The Board of Directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority.

An Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation.

## **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

### **34. For the Protection of Directors and Officers**

Except as otherwise provided in the Act no Director or officer for the time being of the Corporation shall be liable for the following:

- (a) the acts, receipts, neglects or defaults of any other Director or officer or agent or employee of the Corporation;
- (b) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf the Corporation;
- (c) for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited;
- (d) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own wilful neglect or default; and
- (f) the Directors and Officers of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation.

## **INDEMNITIES TO DIRECTORS AND OTHERS**

### **35. Indemnities to Directors and Others**

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate 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, officer or other person sustains or incurs in or about an, action, suit or proceeding that is brought, commenced or prosecuted against the Director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires.

Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

### **INTERESTED DIRECTOR CONTRACTS**

#### **36. Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act.

Except as provided by the Act, no such Director shall vote on any resolution to approve any such contract.

Subject to the Act, it is declared that no Director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the Director is in any way directly or indirectly interested as vendor, purchaser or otherwise.

Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in anyway directly or indirectly interested shall be voided or voidable and no Director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

#### **37. Submission of Contracts or Transactions to Members for Approval**

The Board of Directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

### **MEMBERS**

#### **38. Entitlement**

The members of the Corporation shall be the applicants for incorporation of the Corporation and those persons as may from time to time be admitted into membership by resolution of the Board of Directors or who shall be admitted by the Secretary in accordance with any rules for membership in the Corporation which have been approved by resolution of the Board of Directors.

Each member shall be promptly informed by the Secretary of his or her admission as a member.

### **39. Resignation**

Members may resign by resignation in writing which shall be effective from acceptance thereof by the Board of Directors.

In the case of resignation, a member shall remain liable for payment of an assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance by the Corporation.

### **40. Termination of Membership**

The interest of a member in the Corporation is not transferable; and lapses and ceases to exist upon death or dissolution or when the member's period of membership expires (if any) or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws; provided always that the members of the Corporation may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Corporation.

### **41. Rules and Regulations**

The Board of Directors may from time to time enact rules and regulations relating to the rights and obligations of the members of the Corporation, but such rules and regulations shall not conflict with or be inconsistent with the by-laws or Letters Patent.

## **42. Dues**

The dues or fees payable by members shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

## **MEMBERS' MEETINGS**

### **43. Annual Meeting**

Subject to compliance with the Act, the annual meeting of the members shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within the County of Peterborough in the Province of Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

### **44. General Meetings**

Other meetings of the members may be convened by order of the Chair the Board, or by the Board of Directors at any date and time and at any place within the County of Peterborough or, in the absence of such determination, at the place where the head office of the Corporation is located.

The Board of Directors shall call a general meeting of members on written requisition of not less than one-tenth of the members.

### **45. Notice**

Subject to the Act, ten (10) days written notice, shall be given in the manner specified in paragraph 55 to each voting member of any annual or special general meeting of members.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

Notice of each meeting of members may remind the member that the member has the right to vote by proxy.

### **46. Waiver of Notice**

A member and any other person entitled to attend a meeting of members may in any manner

waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **47. Omission of notice**

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

#### **48. Quorum**

A quorum at any meeting of the directors (unless a greater number of directors and/or proxies are required to be present by the Act) shall be persons present being not less than fifty percent plus one including proxy votes of the total board of directors.

No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business.

If a quorum is not present at the time appointed for a meeting of directors or within such reasonable time thereafter as the directors present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 55 with regard to notice shall apply to such adjournment.

#### **49. Chairperson of the Meeting**

The Chair of the Board shall chair members' meetings.

In the event that the Chair of the Board is absent, the persons who are present and entitled to vote shall choose another Director as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

## **50. Adjournment**

The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members.

Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **51. Votes**

Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled either, in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting.

If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs.

The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

A demand for a poll may be withdrawn.

## 52. Proxies

Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the Board of Directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation.

At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands.

Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy need not be a member.

A proxy may be in the following form:

"The undersigned director of Havelock & District ATV Club hereby appoints \_\_\_\_\_ or failing the person appointed above, \_\_\_\_\_ as proxy of the undersigned to attend and act at the \_\_\_\_\_ meeting of the members of the said Corporation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

*Signature of member*

The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted.

The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes

given in accordance with such telegraphic or cable or facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

## **EXECUTION OF INSTRUMENTS**

### **53. Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two of the Chair, Vice-Chair, the Secretary and the 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 shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

When it is required, the seal of the Corporation may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

The term “contracts, documents or instruments in writing” as used in this by-law 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, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, any two of the Chair, Vice-Chair, Secretary and the Treasurer shall have 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, all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

## **CHEQUES, DRAFTS, NOTES, ETC.**

### **54. Cheques**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by

resolution.

## **NOTICES**

### **55. Service**

Any notice or other document required by the Act, the Regulations, the Letters Patent, or the by-laws to be sent to any member or Director or to the auditor shall be delivered personally or sent by prepaid mail or by e-mail or facsimile to any such member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **56. Signature to notices**

The signature of any Director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

### **57. Commutation of time**

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided be counted in such number of days or other period.

### **58. Proof of service**

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 55 of this by-law and put into a Post Office or into a letter box.

A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, Director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Corporation as the case may be.

## **BY-LAWS**

### **59. By-laws**

The Board of Directors may from time to time enact by-laws relating in any way to the Corporation or to the conduct of its affairs. including, but not limited to, by-laws providing for applications for supplementary letters patent, and may from time to time by by-law amend, repeal or re-enact the by-laws and any such by-law shall be sanctioned by the members and become effective in accordance with the Act.

## **AUDITORS**

### **60. Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting: provided, however, that the Directors may fill any casual vacancy in the office of the auditor.

If an appointment is not so made, the auditor in office must continue until a successor is appointed.

The remuneration of the auditor shall be fixed by the members or by the Directors if they are authorized to do so by the members and the remuneration of an auditor appointed by the Directors shall be fixed by the Directors.

The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

## **FINANCIAL YEAR**

### **61. Financial Year**

The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.

**DISSOLUTION**

62. Dissolution

Upon dissolution of the corporation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to *a like* Not for Profit Organization (provided that it is a registered charitable organization), then to other registered charitable organizations that carry on similar work solely in Canada.

ENACTED this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

WITNESS the seal of the Corporation.

\_\_\_\_\_  
CHAIR

\_\_\_\_\_  
SECRETARY