

COATV Bylaws

CENTRAL ONTARIO ATV CLUB

BY-LAW #1

Ontario Corporation Number 1506720

1) Corporate History

The Corporation is an Ontario Corporation incorporated by Letter Patent on May 4, 2002 with the name Georgian Trail Riders Inc.

The Directors of the Corporation applied for and were granted Supplementary Letter Patent permitting the name of the Corporation to be changed to the Central Ontario ATV Club on July 25, 2006.

The change of name to the Central Ontario ATV Club did not alter the stated objects of the Corporation stated as follows:

a. The objects for which the corporation is incorporated are:

- To promote safe operation of All Terrain Vehicles;
- Arranging for instruction, displays and exhibits of All Terrain Driving Skills;
- Arranging matches and competitions and establishing and granting prizes, awards and distinctions;
- and such other complementary purposes not inconsistent with these objects.

Head Office of the Corporation

2) The Head Office of the Corporation shall be in the TOWN OF WASAGA BEACH in the Province of Ontario or such other location as the Directors may from time to time determine.

Board Of Directors

3) The affairs of the Corporation shall be managed by a Board of a minimum of NINE (9) and a maximum of fifteen (15) Directors;

a) The number of Directors may be increased or decreased pursuant to a Special Resolution of the Corporation at a General Meeting, Annual General Meeting or a Special Meeting of the Members provided notice of the Special Resolution 'to increase the number of Directors' is in accordance with the Notice and Voting provisions set out herein these By-Laws.

b) a Director shall be a Member of the Corporation at the time of the election, and qualify to stand for office as a Director as provided hereinafter.

4) There may be Two (2) Ex-Officio Directors who shall be nominated from, and have the status of a Founding Member of the Corporation. Where there are no Founding Members alive, or are incapable of qualifying as a Director, the Board's requirement for Two (2) Ex-Officio Directors designated as Founding Members shall expire.

5) Each Director shall hold office pursuant to the terms set out herein or until his successor has been duly elected. The Board of Directors shall be elected annually at the Annual General Meeting of the membership, or as otherwise provided in these by-laws.

Out of Pocket Expenses

6) The Directors shall not receive remuneration for acting as a Director however, Directors shall be reimbursed their reasonable out of pocket expenses incurred by them in the performance of their duties. The Directors may in their absolute discretion determine the pocket expenses to be reimbursed and fix mileage, phone, internet, and/or such other related costs associated with the position of Director, Officer or committee members as the case may be.

Office of Director Qualifications

7) To qualify as a Director, he/she shall:

i) be a Member in good standing for a minimum of six (6) months prior to the date of the Annual General Meeting in which the Member stands for election as a Director; and

ii) owns and/or operate an ATV/SxS, and

iii) attended at least three (3) of last six (6) Membership Meetings.

iv) an individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment as shown in Schedule "B" to this by-law.

Director Term of Office

8) A Director shall hold office as a Director for a term of Two (2) years.

9) A Director may stand for the office of Director, for a maximum of Four (4) consecutive Two (2) year terms.

10) A Member who has held the office as Director for Four (4) consecutive terms may not stand for election as a Director unless Two (2) years have expired following the end his/her last term of office.

11) A Director ceases to hold office upon death; upon removal from office by the Board or the Members; upon ceasing to be qualified for election as a Director; or upon receipt by the Corporation of a written resignation or, if a time is specified in such resignation, at the time specified, whichever is later.

Nominations for the Office of Director Procedures

12) Director nominations shall be delivered in writing to the Secretary of the Corporation not earlier than THIRTY (30) Days prior the Annual General Meeting and not later SEVEN (7) days prior an Annual General Meeting;

Member's Nomination Motion

13) The Chair of the Annual General Meeting shall call for nominations from the floor, described as a "Members Nomination Motion". Following a Members Nomination Motion, the Chair of the Annual General Meeting shall call for a seconder of the motion. Provided the Members Nomination Motion is supported by

a seconder who is a Member, the name of nominee shall be confirmed, recorded and placed on the slate of Directors to stand for election.

Consent of Nominees

14) Prior to the vote for the election of the Directors, the Chair of the Annual General Meeting shall confirm that each nominee has provided his/her consent to stand for election prior to the vote taking place.

15) Prior to the vote for the election of the Directors, the Chair of the Annual General Meeting shall confirm that each nominee standing for election is present at the Annual General Meeting, or is otherwise available using such digital or other electronic mediums that provide instantaneous voice communication.

16) Following the election, each Director shall sign Consent to Act as A Director as in Schedule "B, to this by-law, as provided by the Secretary who shall retain the Consent in the Corporations Records.

Voting Procedure for the Office of Director

17) The election of the Directors may be by a show of hands unless a ballot is requested by any Member. Where a vote by ballot is requested, the Chair shall appoint Two (2) Members at large as scrutineers to distribute, accept and tally the ballots. The scrutineers shall count the votes and deliver the results to the Chair who shall then announce the results of the election. Following the announcement of the electoral results, the ballots shall be destroyed by the scrutineers.

Proxies

18) There shall be no voting by proxies permitted at meetings of the Board, or the Membership meetings except as may be permitted by the Board from time to time, in their absolute discretion.

Removal or Discipline Director by Directors

19) The Board may discipline or remove a Director from office by a Board's Ordinary Resolution passed by the Board, subject only to the compliance to the criteria as set out hereinafter.

Removal or Discipline of Director Procedure

a) A Director who is the subject of discipline or removal from office shall be given not less than fifteen (15) Days written notice delivered to the Director by the Secretary of the Corporation; and

b) The notice shall state the date and time of the meeting; and

c) The notice shall state Board's intention to either discipline or remove the Director; and

d) The Board shall provide such information as is necessary for the Director to be fully informed of the reasons for discipline or removal; and

e) The notice shall be dated and signed by the secretary of the Corporation; and

f) The Board shall hold the meeting at the time on the date as specified in the notice, or such other date as the parties may agree and the Director shall have the opportunity to be heard prior to any decision.

g) In the event the Director is removed from office, the Board may appoint a Member to hold office until the next Annual General Meeting.

Removal of Director by Members

20) The Members may remove a Director from office by a Special Resolution passed at a Special Meeting of the Members, subject to compliance to the criteria as set out hereinafter.

Removal of Director by Members Procedure

21) A Member may petition the Secretary of the Corporation to hold a Special Meeting with respect to the removal of a Director. The Member shall submit a written statement to the Secretary of the Corporation calling for the removal of the Director. Thereafter, the following shall apply;

- a)** The Member shall set out the reasons why the Director should be removed and the request shall be supported by not less than Ten (10) Supporting Members statements in writing.
- b)** The Secretary of the Corporation shall schedule a Special Meeting to consider the removal of the Director to be held within Thirty (30) Days following receipt of the Members petition; and
- c)** The Secretary of the Corporation shall provide the Director who is the subject to removal from office with notice; including:
 - i)** The date and time of the Special Meeting; and
 - ii)** The Special Meeting notice shall be dated and signed by the secretary of the Corporation; and
 - iii)** A copy of the Members Petition and written statement, together with the Ten (10) Supporting Members statements as received by the Secretary of the Corporation; and
 - iv)** Provide such of other information as is necessary for the Director to be fully informed of the reasons for his/her removal; and
 - v)** The Board shall hold the Special Meeting at the time on the date as specified in the notice, or such other date thereafter as determined by the Board which shall not be more than Fifteen (15) days thereafter; and
 - vi)** The Board shall ensure the Director and the Members have an opportunity to be heard at the Special Meeting prior to any vote by the Members; and
 - vii)** The Secretary of the Corporation shall provide for a ballot to be delivered to the Members in attendance at the Special Meeting and shall collect and count the votes.
 - viii)** The Secretary of the Corporation shall inform the Chair of the decision of the Members vote; and
 - ix)** In the event a Director is removed from office by a Special Resolution at the Special Meeting, the Board may appoint a Member to the Board to hold office until the next Annual General Meeting; and
 - x)** The Secretary of the Corporation shall take such action as is necessary to amend the records of the Corporation.

Vacancies & Board of Directors

22) A vacancy shall occur on the Board if:

- a)** A Director resigns, is mentally incompetent, ceases to be a Member in good standing, or is bankrupt; and

b) A Director has been absent for three (3) consecutive Board meetings without being excused by the Board;

23) Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors by appointment from among the qualified Members of the Corporation, if they shall see fit to do so, otherwise the vacancy shall be filled at the next Annual Meeting.

24) The newly appointed Director shall hold office for balance of the term of the departing Director.

25) In the event there is not a quorum of Directors, the remaining Directors shall forthwith call a Special Meeting of the members to fill the vacancy.

Board Meetings

26) A majority of the Directors (50% plus one) shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

27) The Board may appoint a day or days in any month or months for regular Director meetings at an hour to be named and of such regular meeting no notice need be sent.

28) A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

29) No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Call for Special Board Meetings

30) Director's meetings may be called by the Secretary on the request of two (2) Directors confirmed in writing.

31) Notice of such meetings shall not be less than ten (10) clear business days, or sooner if unanimously approved by the Board of Directors, and may be delivered by: telephone, e-mail, facsimile, mail, or such other acceptable method adopted by the Directors;

a. to each Director at his or her address on record; and

b. The statutory declaration of the Secretary or Chair shall be sufficient of conclusive evidence of such notice.

Errors In Notice, Board of Directors

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

Board of Directors Voting

33) Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair/President, shall cast a deciding vote. All votes at such meeting shall be taken

by the raising of the hand, however if a ballot is so requested by any Director present, the Secretary shall arrange a vote by ballot, but if no request is made, the vote shall be taken in the usual way by assent or dissent.

34) A declaration by the Chair/President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

35) In the absence of the Chair/President his duties may be performed by such other Director as the Board may from time to time appoint for the purpose.

36) Any Director shall have the right to require that his dissent on a vote be recorded in the minutes.

37) No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting nor invalidate nor make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

38) Directors shall declare any conflict of interest in any matter or transaction to which the Corporation is a party and shall not discuss nor vote upon the matter, and shall not be counted in the vote.

Conduct of Meeting

39) Directors may conduct meetings in any efficient and convenient manner suitable to the circumstances including but not limited to telephone conferences, internet exchanges, or any acceptable electronic medium which permits the conveyance of information and/or voice and data to be reliably exchanged.

Director's Quorum

40) A quorum is reached when the total number of Directors present at a meeting is equal to 50% of the total number of Directors, plus 1 Director. A quorum also requires the presence of any one of the following Officers, the President, Vice President, Secretary or Treasurer.

Vote by Digital or Electronic Means

41) Directors may cast their vote on any matter from time to time and pass resolutions in any form, by e-mail, or other electronic transmission, provided however the vote shall not be accepted nor confirmed by the Secretary without evidence of a valid 'acknowledgement or delivery receipt' that will confirm the e-mail transmission was sent and was received by the recipient Director. In this instance the 'majority' of votes cast by e-mail shall be determinative of the question.

Officers of the Corporation

42) The Officers of the Corporation shall be at a minimum:

a. President, Vice President, Secretary and Treasurer, one person may hold more than one office, except the office of President;

b. The duties of the Officers of Corporation shall be as assigned and set out in writing by the Director's from time to time;

c. The President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors by secret ballot;

d. The President, Vice President, Secretary and Treasurer shall be appointed by the Directors, and shall serve a Term of two (2) years however, where the position of the President, Vice President, Secretary or Treasurer is unable to be filled, the Directors have the authority to extend the term of office for a period one (1) year.

e. The Board of Directors, may in their absolute discretion create a new Officer position and set out the duties and responsibilities of the Officer.

President

43) The President shall, when present, preside as Chairperson at all meetings of the Board, the Executive Committee and members meetings. The President shall supervise the affairs and operation of the Corporation, sign all documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident to the office.

Secretary

44) The Secretary shall be ex-officio clerk of the Board or Executive Committee (if any) and shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the corporate seal of the Corporation and of all books, paper, records, correspondence and documents belonging to the Board or Executive Committee (if any) or incident to the office.

Treasurer

45) The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee (if any). He shall disburse the funds of the Corporation under the direction of the Board or Executive Committee (if any), whenever required of him, an account of all his transactions as Treasurer and of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

Other Officers

46) The Board may appoint other Officers, including without limitation, with such titles as the Board may prescribe from time to time, as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other Officers of the Corporation appointed by the Board or Executive Committee shall be such as the terms of their engagement call for or the Board or Executive Committee prescribes.

Executive Committee

47) The Board shall appoint an Executive Committee consisting of the President, Club Vice President, Secretary or Treasurer and shall serve a term of two (2) years.

a) During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any terms of reference which the Board may from time to time impose) all the powers of the Board in the management of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases wherein there are no specific directions given by the Board.

Ad Hoc Committees

48) The Board may from time to time, in their absolute discretion, develop or otherwise establish committees for such purposes as deemed appropriate. The Board shall determine the term, the objectives and the scope of the project, or works to be undertaken by the committee and each committee of the Board. The Board shall appoint a committee-head to report and communicate with the Board.

Board Powers

49) The Board shall have such powers as are necessary for the purpose of carrying out the objectives the Corporation as deemed necessary from time to time.

Employment Matters

50) The Board may from time to time, in their absolute discretion, hire and employ individuals, or contract for other such services on such terms as deemed appropriate.

Banking Matters

51) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any two of the President, Vice President or Secretary/Treasurer; or in such manner as shall from time to time be determined by resolution of the Board of Directors. Anyone of the President, Vice-President or Secretary/Treasurer, may alone endorse notes and cheques for collection on account of the Corporation through its bankers, and may endorse notes and drafts for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with bankers of the Corporation by using the Corporation rubber stamp for that purpose. Anyone of the Officers of the Corporation, so appointed, may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

52) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, 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 the written order of the Corporation signed by such Officer of Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the board of Directors and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians by the Board of Directors and 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.

Indemnities to Directors

53) Every Director or the Officer of the Corporation and his 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 against, all costs, charges and expenses whatsoever which the 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/her and all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect.

Protection of Directors and Officers

54) No Directors or Offices of the Corporation shall be liable for the acts, receipts, neglects or defaults of Officer or employee or the joining in any receipt or act for conformity or 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 of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person firm or corporation with whom or which any money, securities or effects or effects shall be lodged or deposited or for any other loss, damages, or misfortune whatever which may happen in the execution of the duties of his respective office or trust or In relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect.

Membership

55) Membership in the Corporation shall consist of such persons as are admitted as members by the Board. Unless otherwise determined by the Board, applicants for membership in the Corporation shall be admitted as Ordinary members upon payment of the prescribed fee and receipt form.

Membership Classes

56) There shall be two (2) classes of membership in the Corporation which is non-transferable:

- a. Ordinary Member
- b. Honourary Member

Member Voting

57) An Ordinary Member shall be entitled to one (1) vote in any proceeding of the Corporation.

Termination of Membership

58) Unless the articles or by-laws of a corporation provide otherwise, a membership is terminated when:

- (a) the member dies or resigns;
- (b) the member is expelled or the person's membership is otherwise terminated in accordance with the articles or by-laws;
- (c) the member's term of membership expires; or
- (d) the corporation is liquidated or dissolved under Part XII. 2010, c. 15, s. 50 (1) of the Act.

Termination of Member's Rights

59) Unless this Act, the articles or by-laws provide otherwise, the rights of a member, including any rights in the property of the corporation, cease to exist on termination of the membership. 2010, c. 15, s. 50 (2).

Power To Discipline or Terminate a Member

60) The Directors, the members or any committee of Directors or members have power to discipline a member, or to terminate their membership.

Good Faith Requirement

61) Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner.

Fair and Reasonable Procedure

62) For the purposes of subsection (2), a procedure is fair and reasonable if:

(a) a member is given at least fifteen (15) days notice of a disciplinary action or termination with reasons; and

(b) the member is given an opportunity to be heard, orally, in writing or in another format permitted by the corporation's articles or by-laws, not less than five days before the disciplinary action or termination of membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination. 2010, c. 15, s. 51 (3).

Notice

(c) A notice required under this section may be given by any method reasonably intended to give actual notice.

(d) The Board shall provide such information as is necessary for the member to be fully informed of the reasons for discipline or removal; and

(e) Any member may be expelled from the Corporation for cause by a two-third (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

Application To Court

63) A member who claims to be aggrieved because they were disciplined or because their membership was terminated may apply to the court for relief pursuant to the Act.

Calling Membership Meetings

Annual meeting

64) The directors of a corporation shall call an annual meeting of the members of the corporation, not later than 15 months after holding the preceding annual meeting.

Special Meeting

65) The Directors may at any time call a special meeting of the members.

Place of Members' Meetings

66) Meetings of the members of a corporation must be held within Ontario at the place provided in the by-laws or, in the absence of such a provision, at the place within Ontario that the directors determine.

Participation in Meeting by Telephonic or Electronic Means

67) The Directors, shall determine and advise the members of their intention to hold a members' meeting by Telephonic or Electronic Means and provide such details as are necessary for members to participate.

68) If the Directors or members of a corporation call a meeting of the members, the Directors or members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

69) A meeting by Telephonic or Electronic Means must permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A member participating in the meeting is deemed for the purposes of this Act to be present at the meeting.

Record Date

70) The directors may fix a date as the record date for:

- (a)** determining members entitled to receive notice of a meeting of the members;
- (b)** determining members entitled to vote at a meeting of the members;
- (c)** determining members entitled to participate in a liquidation distribution; or
- (d)** determining members for any other purpose.

Limitation

71) A record date must not be less than thirty (30) days and not more than fifty (50) days before the day of the event or action to which it relates.

SCHEDULE "A"

Definitions

Act means: Not-for-Profit Corporations Act, Statutes of Ontario, 2010, C.15.

"Business Day" means a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next business day that is not a holiday.

"Board's Ordinary Resolution" means a resolution that, is submitted to a meeting of the Board of the Corporation and passed at the meeting, with or without amendment, by a majority of the votes cast, or is consented to by each Board Member of the Corporation entitled to vote at a meeting of the Board.

"Corporate Records" means:

- (a)** the corporation's articles and by-laws, and amendments to them;
- (b)** the minutes of meetings of the members and of any committee of members;

- (c) the resolutions of the members and of any committee of members;
- (d) the minutes of meetings of the Directors and of any committee of Directors;
- (e) the resolutions of the Directors and of any committee of Directors;
- (f) a register of Directors;
- (g) a register of Officers;
- (h) a register of members.

"COATVC" means CENTRAL ONTARIO ATV CLUB

"Corporation" means Central Ontario ATV Club

"day(s)" means a clear day;

"Director" means an individual occupying the position of Director of a corporation by whatever name he or she is called;

"electronic signature" means an identifying mark or process that is:

- (a) created or communicated using telephonic or electronic means,
- (b) attached to or associated with a document or other information, and
- (c) made or adopted by a person to associate the person with the document or other information, as the case may be;

"endorse" includes:

- (a) imprinting a stamp on the face of articles or other document sent to the Director, and
- (b) electronically producing an equivalent to a stamp in respect of articles or other documents sent to the Director;

"financial year", in respect of a corporation, means the annual period that the corporation establishes for accounting purposes;

"Founding Members" means founding members of the Georgian Trail Riders Inc., being any of John Roderick, Rhonda Roderick, Ron Laing, Tony Heitzbeger so long as they are qualified to be a Director in accordance with the this By-Law.

"he/she/her/him" means where a pronoun refers to a specific sex, it shall also include the opposite sex without distinction;

"individual" means a natural person, other than a natural person in his or her capacity as trustee, executor, administrator or another legal representative;

"Member" means an Individual who is in good standing as determined by the Secretary of the Corporation.

"Membership Meetings" means the monthly meetings of the Members, as may be scheduled by the Board of Directors

"Officer", in respect of a corporation, means an Officer of the corporation appointed by the Directors, including:

(a) the chair of the board of Directors of the corporation and a vice-chair of the board of Directors of the corporation,

(b) the president, a vice-president, the secretary, an assistant secretary, the treasurer, an assistant treasurer and the general manager of the corporation, and

(c) any other individual who performs functions for the corporation similar to those normally performed by an individual listed in clause (a) or (b);

"Ordinary Resolution" means a resolution that:

(a) is submitted to a meeting of the members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or

(b) is consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney;

"OFATV" means the Ontario Federation of All Terrain Vehicles.

"person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or another legal representative;

"registered office" means the registered office of a corporation at the address set out in its articles or as specified in the notice or return most recently filed by the corporation under the Corporations Information Act, whichever is more current;

"Resolution of the Board" means resolution submitted to the Board of Directors of the Corporation and passed by a majority of the Directors.

"special meeting" means a special meeting of the members of the corporation duly called for the purpose of considering a special resolution, and a meeting called by the Membership or the Directors with respect to any matters of special interest to the Members or the Directors that are outside the normal and ordinary business of the Corporation discussed at Monthly Meetings.

"special resolution" means a resolution that:

(a) is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or

(b) consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney;

"spouse" means a person to whom the person is married or with whom the person is living in a conjugal relationship outside marriage;

"telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

SCHEDULE "B"

CONSENT TO ACT AS DIRECTOR

TO: CENTRAL ONTARIO ATV CLUB

I, THE UNDERSIGNED, hereby:

A: consent to act as a Director of the Corporation pursuant to s.24(8) of the Not-For Profit Corporations Act, 2010, S.O. 2010,

B: My consent will continue to be effective until I resign as a Director or I revoke my consent.

C: certify that I am not disqualified from acting as a Director pursuant to the COATVC's By-laws and hereby state:

i) I am a member of COATVC shall remain throughout my term, a member of COATVC qualified to hold office throughout my term;

(ii) I am at least 18 years of age;

(iii) I am not an undischarged bankrupt nor a mentally incompetent person;

(iv) I understand that I shall cease to be a member of COATVC who is qualified to hold office, or become bankrupt or mentally incompetent, and the vacancy so created may be filled in accordance with by-laws of COATVC.

DATED the day 15th of April, 2023.

Signature: _____

Print Name: _____