

Compilation of the Northern Lights 4X4 Trailriders Association (Ontario Federation of 4 Wheel Drive Recreationists)

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BY-LAWS

A by-law relating generally to the transaction of the affairs of Northern Lights 4x4 Trailriders Association. (Ontario Federation of 4 Wheel Recreationists)

Bylaw 1

BE IT ENACTED as a by-law of Northern Lights 4x4 Trailriders Association as follows:

HEAD OFFICE

1. The Head Office of the Association shall be in the Province of Ontario and at such place therein as the Directors may from time to time determine.

BOARD OF DIRECTORS

2. The affairs of the Corporation shall be managed by a Board of not more than ten (10) Directors. Each Director at the time of their election, thereafter, and throughout their term of office shall be a member of the Corporation. At the first election of Directors four (4) Board positions shall be elected for a biennial term with the remaining positions will be elected for a term of one (1) year. The current Board of Directors shall determine if any of the Board of Director positions shall be elected from the Individual membership. To be eligible for election to the Board of Directors of the Corporation an Individual Member or Club Member shall be a member in good standing. Upon election to the Board Individual Members and club members will have the same voting rights and privileges. Each director shall be elected to hold office for an annual or biennial term as designated at the time of election or until their successor shall have been duly elected and qualified. Members of the board shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. 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 such resolution has been given, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term. Any director who has been absent from three (3) consecutive meetings of the board will be assumed to have resigned as a director. The remaining board members, may or may not, at their discretion, accept this assumed resignation.

VACANCIES. BOARD OF DIRECTORS

3. Vacancies on 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 qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. 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.

QUORUM AND MEETINGS. BOARD OF DIRECTORS

4. A majority of the elected Directors 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 time and place or places as it may from time to time determine. 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. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be in writing or by telephonic or electronic means to each director not less than one day before the meeting is to take place. The statutory declaration of the Secretary or president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following or prior to the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the board.

ERROR IN NOTICES. BOARD OF DIRECTORS

5. 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.

VOTING. BOARD OF DIRECTORS

6. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to their original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or

dissent. A declaration by the Chairman 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. In the absence of the President the Vice-President or such other director as the Board may from time to time appoint for the purpose may perform their duties.

POWERS

7. 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 charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or by any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

8. The Directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

9. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice- President. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

10. The President shall, when present, assume the role of Chair at all meetings of the members of the Corporation and of the Board of Directors. The Board of Directors may appoint on a

temporary basis, or elect on a full time basis, a Chair for the purposes overseeing the meetings of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

11. The Secretary shall be ex officio clerk of the Board of Directors. The secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The secretary shall give all notices required to be given to members and to Directors. The secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE TREASURER

12. The Treasurer, or person performing the usual duties of a 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 such bank or banks as may from time to time be designated by the Board of Directors. The treasurer shall disburse the funds of the corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of the treasurer, an account of all transactions as treasurer, and of the financial position of the Corporation. The treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

13. (a) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

(b) Specific roles within the corporation not filled by the Officers of the Corporation may be filled from within the membership at the discretion of the Board of Directors. Members filling these offices will be coordinators or managers.

EXECUTION OF DOCUMENTS

14. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, and Treasurer or by any person authorized by the board.

The President or Vice-President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on the behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

15. 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.

MEMBERSHIP

16. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors. Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the corporation prior to acceptance of his resignation.

DUES

17. (a) Each member must pay membership dues, set by the Board of Directors of the corporation. The dues will be equal for all Members of each class, but there may be different dues for different classes of Members. Dues may be prorated to a renewal date.

(b) The annual dues may be changed by the Board to accommodate changing operating costs resulting from general inflation or expansion of the nature or extent of the Corporation's activities and programs. The increase shall be added to the dues payable for a Member on its regular membership renewal date, and written notice of the increase shall be given to the Member at least sixty (60) days prior to that date or at the AGM. The notice shall include a general explanation of the reasons for the increase.

(c) If any payment of dues is not made within thirty (30) days after the same becomes due, the corporation may, at its discretion, send a notice of default to be sent to the delinquent Member. If the payment is not made within thirty (30) days after the date of sending such notice to the delinquent Member, the membership of such delinquent Member shall automatically be suspended. Notice of the suspension shall be sent by the board of directors to the delinquent Member by electronic mail and/or regular mail. A membership which has been suspended pursuant to this paragraph may be reinstated upon payment by the delinquent Member of the unpaid dues or assessment and approval of the reinstatement by the Board.

ANNUAL AND OTHER MEETING OF MEMBERS

18. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and Board of Directors elected as required by by-law. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or the Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of member's meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member Club and individual member by sending the notice by pre-paid mail or electronic means, ten days before the time fixed for the holding of any such meeting: provided that any meetings of members of the Corporation are present thereat and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

19. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notices to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be their last address recorded on the books of the Corporation.

ADJOURNEMENTS

20. Any meeting of the Corporation or of the Directors may be recessed or adjourned any time, by a majority vote of the Directors present. The adjourned meeting will be rescheduled for a date within 30 days of the adjournment. The adjourned meeting shall take up and transact its business at the point in the agenda where the motion to adjourn was passed. Such adjournments may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

21. A quorum for the transaction of business at any meeting of the Members, not including meetings of the Board of Directors, shall consist of not less than 25% of the eligible club delegates and 5 individual members, not including members of the board, in person provided that in no case any meeting be held unless there are a minimum of 10 members present.

VOTING OF MEMBERS

22. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member Club delegate and individual member present shall at all meetings of members be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them.

At all meetings of members every question shall be decided by a majority of the votes of the Club member delegates and individual members present in person unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every Club member delegate and individual member delegate having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof to the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of written votes given by the members present in person. Such poll shall be taken in such manner as the Charmin shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an inequality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

24. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of the September in each year.

CHEQUES, ETC.

25. 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 such officer or 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 any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques 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 the bankers of the Corporation. Any one of such officers or agents 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.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. 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 or 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 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 the proceeds thereof.

NOTICE

27. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at their recorded address by prepaid air or ordinary mail, or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid: a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box: and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by the secretary to be reliable.

BORROWING

28. The Directors may from time to time

- a) borrow money on the credit of the corporation: or
- b) issue, sell or pledge securities of the Corporation: or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including books debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

29. QUALIFICATIONS. BOARD OF DIRECTORS

a) Anyone who has resigned as a director may not stand for election to the board unless 1 year has passed from the expiration of the original term from which the director resigned except that,

b) Extenuating Circumstances

A resigned Director may request that the Board of Directors waive paragraph (a) due to extenuating circumstances provided that:

- 1) The resigned Director makes such request to the board in writing not less than 30 days prior to the election in which the resigned director intends to run and
- 2) The Board of Directors, by unanimous consent, agrees to waive paragraph (a).

30. VOTING TRANSPARENCY

a) The Corporation shall record and reflect in the official minutes of any meeting of the Board of Directors, each director's vote on any motions brought before the board.

b) If any member calls for a secret ballot the Corporation shall not record the individual votes but shall record the name of the director calling for a secret ballot.

c) The Corporation shall make the approved BOD meeting minutes available to any member within 30 days of written or electronic request.

d) The Corporation shall make available the approved BOD meeting minutes to any member at the AGM by verbal request.

31. VOTING. GENERAL ELECTIONS.

No member club delegate or individual member may cast more than 1 vote.

32. MEMBERSHIP RENEWALS

The Membership year will be fixed and run from January 1 st to December 31 st each year for all normal, non charter and non lifetime memberships.

The membership year 2017 will be a transition year. All memberships taken from membership year 2017 will be valid through March 32st 2018.

MEMBERSHIP RENEWALS and NEW MEMBERSHIPS taken between January 1 st and September 30 th will be subject to the full annual membership fee. MEMBERSHIP RENEWALS and NEW MEMBERSHIPS taken on or after October 1 st of the membership year will be charged a pro-rated rate.

The date of the AGM at which elections of Directors are held must be called between March 1 st and no later than April 15 th of each year. Membership dues, Insurance dues and any other monies owing to the corporation are due in full by call to order of the Annual General Meeting.”

Bylaw 2: Membership Classes

1. Club applications for membership in the Association may be accepted by the board provided that:

a. Each member club may appoint 1 delegate for each 5 bonafide members to a maximum of 2 delegates per club.

b. Each delegate shall be entitled to one vote, in person and may not assign said vote by proxy.

c. Subject to 1a above, no new member club shall be entitled to vote at a meeting of the general membership until 60 days have passed from the date the club application for membership to OF4WD is received.

2. Individual applications for membership in the Association may be accepted by the board provided that:

a. No individual member shall be entitled to vote at a meeting of the general membership until 60 days have passed from the date the application for OF4WD membership is received.

b. Subject to 2(a) above, each individual member is entitled to one vote, in person and may not assign said vote by proxy.

Bylaw 3

INAPPROPRIATE CONDUCT OF MEMBERSHIP & MEMBERSHIP REVOCATION

3. a) Any member found to be acting in a manner knowingly contrary to the best interests of the Association is eligible for revocation of membership to said Association by majority vote of the board of directors. Revocation of membership relieves the member of all benefits associated with membership to the Association. Inappropriate conduct includes, but is not restricted to, the following instances;

1) Solicitation of Association membership to participate in an organization in direct competition with the Association.

2) Inappropriate or untrue portrayal of the Association and its policies in the media or to prospective investors, sponsors, or members, or to any individual/group who could otherwise have positive influence on the future of the Association.

3) Continued harassment of any member of the Association or its Board of Directors after notice of the harassing behaviour has been officially given to the individual/group in violation of this subsection.

4) Conduct counter to the mission and/or purpose of the Association

b) Upon removal from the Association, the removed member may appeal for reinstatement at a meeting of the general membership only if appropriate, as deemed by vote of the Board of Directors. Reinstatement is subject to the following restrictions;

1) Request for reinstatement must be officially given to the Association no less than sixty (60) days prior to a general meeting of the membership.

2) Reinstatement is decided by a majority vote of the general membership after hearing the appeal of the removed individual.

3) The Board of Directors has the right to present evidence of the actions leading to the revocation at the appeal to the general membership.

4) A removed individual may not stand for election for the Board of Directors for a period of no less than one (1) year after the date of revocation except if waived by majority vote of the board of directors no less than sixty (60) days prior to a general meeting of the membership.

c) If the removed member of the Association is a member club delegate, the members club must elect a new delegate to replace the removed member. The removed member may continue their association with an Association member club but forfeits any benefits of membership with the Association including, but not limited to, insurance coverage, correspondence, inclusion in private Association events, voting rights, and access to Association documents and information.

d) The Board of Directors may vote to refuse membership renewal of a member who has been removed under this bylaw if the appeal guidelines and procedure of section b) have not been observed.

e) No monetary refund will be given by the Association to removed members for lost membership or insurance dues as a result of membership revocation under this bylaw.

INTERPRETATION

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 shall include the plural number, and references to persons shall include firms and corporations.