

BY-LAW NO. 1

A By-law relating generally to the transaction of the affairs of
Coe Hill Riders ATV Club
(CHATV)

Coe Hill Riders ATV Club

CHATV

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1. NAME

The organization shall be designated "Coe Hill Riders ATV Club" with an abbreviated title "CHATV", hereafter known as the Corporation.

The organization shall be incorporated without share capital under the Corporations Act of Ontario. The organization shall be bound by the Corporations Intonation Act and Regulations made under that Act.

The Organization shall register with the OFATV and abide by the governance of the OFATV at all times.

2. HEAD OFFICE

The head office of the Corporation shall be located in the Township of Wollaston in the Province of Ontario or at such other place as the Directors may from time to time determine by special resolution.

3. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors whose number shall not exceed eleven (11), all of whom are members in good standing and who shall serve until the end of the month in which the election of officers take place.

The Directors shall elect an Executive consisting of: a President, a Vice-President, a Secretary and a Treasurer as officers of the Corporation. All Directors must read and sign the Confidentiality Agreement of the CHATV before being included in any CHATV matter

An election by the general membership shall take place to renew the board of directors. Members of the Board of Directors shall be elected for a two (2) year term. The initial start up Board of Directors for 2018 will be elected at the inaugural Annual General Meeting, by eligible Members in attendance who have purchased a pass from OFATV. In subsequent years, the Board of Directors will be elected following the process outlined in the section of this bylaw titled, "Elections & AGM"

Vacancies of the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members

of the corporation, if they see fit to do so, otherwise such vacancy shall be filled at the next membership meeting.

4. ELECTIONS & AGM

Members wishing to put their name forward to serve in the upcoming term will 30 days in advance of the Club's Annual General Meeting, provide their nomination information to the Secretary. All nominees must have been a CHATV member for a minimum of six months, and own and operate an ATV.

The Election of Directors will take place at the Club's Annual General Meeting and only those nominees submitted to the Secretary are eligible for election. All Members at the Annual General Meeting are entitled to vote either by secret ballot, by proxy, or by show of hands to be determined by the Secretary. After the newly elected Directors have been voted in, their first order of business is to elect Executives to fill the vacant positions.

The annual general meeting shall be held on a day and at a place within Ontario as set by the Board of Directors.

The business transacted at the annual general meeting shall include:

- a) Review of Agenda
- b) Receipt of the minutes of the previous AGM and/or subsequent special meetings
- c) Consideration of the financial position & statements
- d) Election of Directors
- e) Any other or special business as may be set out in the notice of meeting

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

5. TERM

The term for each Director shall be two years. The term for each Director shall be two years. It is important that for continuity not more than 50% of the Directors terms expire in a given year. Therefore, it should be clearly written in the minutes, how long each Director's term will be and who is up for election in a given and following year.

To ensure continuity of the Executive positions: President, Vice President, Secretary, and Treasurer the following staggered terms will be initially followed:

2018 Inaugural Term renewal dates:

President – Spring AGM 2021

Vice President – Spring AGM 2020

Treasurer – Spring AGM 2021

Secretary – Spring AGM 2020

The remaining positions will be renewed every 2 years at the Spring AGM, beginning in 2020.

6. EXECUTIVE

The Executive Committee of the Board of Directors shall consist of the President, Vice- President, Secretary and Treasurer. The Executive Committee will be appointed by the Directors and have a term of two years, except for the 2018 Inaugural Term. Only those Executives whose terms are up need to be appointed or re-appointed.

7. VACANCIES

Resignations from the Board of Directors shall be made in writing and shall be addressed to the Secretary with a copy sent to each of the other Directors. The remaining Directors shall fill vacancies when possible however caused, within 30 days of receiving a notice of resignation. If a Board Member has missed 3 or more consecutive meetings, the remaining Board Members may fill the position at their discretion.

8. NUMBER OF DIRECTORS

The number of Directors for the CHATV is set to a minimum of five and a maximum of 11. Some positions may be split duty between two people with the exception of the President, Vice President, Secretary and Treasurer, in which position there may be only one person holding the position, unless a special resolution from the Executive has been made to provide for this exception.

9. QUORUM & MEETINGS, BOARD OF DIRECTORS

Five (5) 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 place as it may from time to time determine. No formal notice of such meeting shall be necessary, if all the directors are present or if those present have signified their consent to the meeting being held in their absence. The board may appoint a day or such 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 director's meeting may also be held, without notice, immediately following any meeting of the corporation. The directors may consider or transact any business either special or general at any meeting of the board.

Special director's 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 (2) directors. Notice of such meetings shall be delivered, telephoned, telecopied or emailed to each director not less than two (2) days 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 of Directors shall meet at least four (4) times in each fiscal year.

10. POWERS

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 or 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. The Board shall have such powers as are necessary for the purpose of carrying out the corporate objectives including the power set out in the Corporations Act. The Board of Directors may hire full or part time employees within the Corporation's financial means on a salary, wage or contract basis. The Board of Directors shall maintain the power to release them.

The Board of Directors shall have the power to establish its own internal committees and assign tasks and duties to them from time to time as is deemed appropriate by the Board.

11. REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such, and no Directors shall directly or indirectly earn any profit from their positions as such provided that Directors may be paid reasonable, out of pocket expenses incurred by them in the performance of their duties.

Reasonable expenses shall be determined by vote of officers of the club. Vote may be taken electronically.

Mileage at the rate established annually by CRA per kilometer will be paid for any long-distance travel incurred which are deemed by the board to be beneficial to our club.

12. EXECUTIVE & DIRECTOR ROLES AND DUTIES

The Board of Directors shall ensure that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statutes or laws are regularly and properly kept. The Board of Directors will Liaison with the OFATV and stay up to date with changes made to the governance of the OFATV, and whereas it affects the CHATV, may make changes to these Bylaws if necessary to remain in compliance. Members will be notified of any necessary changes due to OFATV changes. The executive may attend OFATV meetings or send a delegate on behalf of the members whenever the executive warrants the need. It shall be the basic responsibility of the Board of Directors to safeguard the assets of the Corporation and any failure to do so shall be reported to the next Annual General Meeting.

The President or other Member of the Executive shall preside at all meetings of the Members of the Corporation and 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 any other officer appointed by the Board of Directors for the purpose, shall sign all by-laws and membership certificates. During the absence or inability of the President those duties and powers may be exercised by the Vice-President. In addition, the President shall call meetings when required, sign all official documents, contracts and undertakings, ensure that tasks and responsibilities are assigned to the appropriate Director or Club Member and shall follow up to ensure satisfactory completion of same.

The Vice President shall assume and perform the President's duties in the event of his or her absence or disability, develop policies and plans for approval, coordinate the activities of the Directors and maintain liaison with such organizations, groups, or individuals as the Board of Directors deem necessary.

The Secretary shall arrange Board of Directors meetings and make the appropriate reservations, record, publish and distribute minutes of all meetings, report to meetings actions still required on decisions of previous meetings and follow up until actions have been completed or the results achieved. The Secretary shall attend all meetings and record all facts and minutes of all proceedings in the books for the Board of Directors meetings.

The Treasurer shall collect all fees, dues and other funds due the CHATV, account for them and report on them, write cheques for payment of accounts in accordance with these by-laws, prepare and present monthly financial reports and cash flow projections, maintain the main corporate books of account and prepare financial reports as required for reporting, tax returns and audit purposes, prepare a financial report for the (AGM) Annual General Meeting, maintain and operate a system for paying authorized expenses in accordance with CHATV policy and report on any aberrations or apparent discrepancies, report on expense claims outstanding and accounts overdue for payment and make recommendations to deal with same.

The duties of the other Officers of the Corporation shall be assigned by the (11) directors. A director is required to be responsible for a CHATV responsibility or role.

13. INDEMNITY OF DIRECTORS AND OFFICERS

The Corporation hereby consents that each and every director or officer of the Corporation shall be deemed to have assumed office on the express understanding agreement and condition that every director of the Corporation and his/her 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: The Corporation may by resolution of board members acquire director insurance.

- all costs, charges and expenses whatsoever, which such director or officer sustains or incurs in or about an action, suit or proceeding which is brought, commenced or prosecuted against him/her or them for in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her or their office or offices; and
- all other costs, charges and expenses which he/she or they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her or their own willful neglect or default.

14. MEMBERSHIPS

Memberships shall be open to any individual who is 16 years of age with a valid driver's license. Members must own and operate an ATV and have purchased a current OFATV pass for that machine for the year. Weekend and Day Pass holders are not eligible to be voting members. Membership shall commence to those who

support the purposes and object of the Corporation, after application in the form authorized by the Board of Directors shall have been received and approved by the directors, and after payment of the required membership fees.

The club authorizes the trail permits to be signed by the seller of the permit acting as an agent on behalf of the club. Agents authorized to sell permits, will only accept cash payments.

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

Each member shall in good standing shall be entitled to one vote on each question arising at any annual or general meeting or the members.

Members may resign by submitting their resignation in writing, which shall be effective upon the date received by the Secretary of the Corporation. Membership fees are non-refundable.

It is the right, responsibility and privilege of members of the Corporation to be informed; to attend all meetings of the members of the Corporation; to speak; to propose motions and resolutions; to vote upon all resolutions to amend by-laws of the Corporation, any resolution dealing with the number, election, rights, powers and privileges of the Board of Directors, or any resolution which may properly come before the membership; and to elect the Board of Directors in the election year.

Membership fees will be determined at the Ontario Federation of ATV Clubs - Annual General Meeting.

15. ERROR OR OMISSION IN NOTICE

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 notice 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.

16. ADJOURNMENTS

Any meeting of the Corporation or of the Directors may be adjourned at any time and from time to time any such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment

took place. No notice shall be required of any such adjournments. Such adjournments may be made notwithstanding that no quorum is present.

17. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December each year.

18. CHEQUES, ETC

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, Secretary or Treasurer or in such manner as shall from time to time be determined by resolution of the Board of Directors. Any one of the President, Vice-President, Secretary or 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 stamp for that purpose. Any one 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.

19. DEPOSIT OF SECURITIES FOR SAFEKEEPING

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 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.

20. NOTICE

Any notice (this 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 mail or is sent to

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 letterbox 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 Executive may change or cause to be changed the recorded address of any Member, Director, Officer or Auditor in accordance with any information believed by them to be reliable.

21. BORROWING

The borrowing power of the Corporation pursuant to any by-law passed and confirmed under section 59 of the Corporations Act shall be limited to borrowing money for the current operations of the Corporation provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.

22. DISCLAIMER

Except as otherwise provided in the Corporations Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Employee nor for 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 or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be invested neither for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune which may happen in the execution of the duties of their office or in relation thereto provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Corporations Act, and Regulations or from liability for any breach thereto.

23. 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 or the masculine gender shall include the plural number and the feminine gender, as the case may be and vice versa. References to persons shall include firms and corporations.

24. LIMITATION, INTENT AND OPERATION OF CHATV

CHATV is a not for profit corporation whose purpose is to foster and promote safe and responsible ATV events, trail touring, and trail development in cooperation with other trail use stakeholders. Trails are built with every effort to protect the environment and to have minimal impact on wildlife. CHATV will work with landowners to provide a trail system that is mutually beneficial to landowners and ATV enthusiasts.

CHATV members will respect and abide by all existing laws that may apply to the operation of the association and shall respect existing laws in respect to the operation of ATV vehicles including but not limited to the Highway Traffic Act and the Off-Road Vehicle Act.

CHATV Board of Directors will endeavor at all times to work cooperatively with Wollaston Township and Hastings County staff and any other similar recreational clubs or associations as appropriate and assist in their work endeavors as to trail development, maintenance and operation.

CHATV Members will respect and abide by the Wollaston Township By-law regarding ATV usage.

Any CHATV member with the intent of damaging the corporation or with intentions of causing detriment to the operation of the corporation will have their membership revoked, and any fees paid are non-refundable. Exclusion or termination of membership due to unacceptable behavior will be determined by a majority vote of the Board of Directors.

25. AMMENDMENTS

A by-law passed by the directors and repeal, amendment or re-enactment thereof, is effective only until confirmed at the next general meeting or any other meeting of members, and unless confirmed thereat, ceases to have effect at and from that time, and in that case no by-law of the same or like substance has any effect until confirmed at a meeting of the members.

Subject to the requirements of the Corporation Act, Ontario, and the by-laws of the Corporation may be amended at the general meeting or at any other meeting of members called for the purpose of such amendment, majority of the votes cast by the members present, in person or by proxy, at such meeting, provided that such members constitute a quorum. Notice of motion to amend, including details of proposed amendments, must be received by the secretary not later than thirty (30) days prior to the general meeting or any other meeting of the members.

Notice that a motion to amend the by-laws will be made at a meeting of members shall be emailed by the secretary to all members in good standing at least fourteen 14 days before the general meeting or any other meeting of members. Such notice to members shall indicate where and when such amendment may be viewed during the fourteen (14) day

period prior to the meeting, if the motion to amend is not attached or included with the notice to the members.

The members may at the general meeting or any other meeting confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

26. CONFLICT OF INTEREST

Any Member of the Board who has a financial, personal or official interest, in conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to voluntarily excuse him/herself and will leave the room and refrain from discussion and voting on said item.

27. OFATV ANNUAL GENERAL MEETING

CHATV is eligible to send two voting delegates to participate in the OFATV AGM; the Board of Directors will approve reasonable expenses related to attending the OFATV AGM.

Passed by the Board of Directors and Members on this 22nd day of August, 2018.

Amended June 25, 2022

Darren Stevens

President

Roxanne Lambert

Secretary