

Ontario Federation of All-Terrain Vehicle Clubs (OFATV)

SECTION 1 - GENERAL

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an Officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability & Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed in accordance with OFATV's financial policies. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Head Office

The head office of the Corporation shall be located in the province of Ontario, or at such other place as the Directors may from time to time determine.

SECTION 2 - DIRECTORS

2.01 Composition

The OFATV shall consist of a Board of Directors. Each Director shall be elected from one of eighteen (18) districts and represent ATV Clubs therein. Throughout their term of office Directors shall be a member of the OFATV. The Directors shall elect a President, a Vice-President, a 2nd Vice-President, a Secretary/Treasurer . The Past President shall serve on the Board as a non-voting Director.

Each of the Districts is entitled to have one Director and in addition to this, the five Officers when selected as described above, shall also continue as Directors and will be replaced by Alternative Directors from the District in which the Officer came. The total number of Directors including the Officers of the Federation can be up to 23 (18 Districts plus 5 Officers).

2.02 Election and Terms

Directors for the odd numbered districts will be initially elected by Members for a one-year term, and thereafter for terms of two years. The Directors that come from even numbered districts shall be elected by Members initially for a two-year term and thereafter for terms of two years. At the conclusion of any term. a Director is eligible for re-election.

All of the Board of Directors shall be nominated and elected in their own District prior to the AGM in the year of that District's year to elect a Director as outlined above. Each nominated Director shall take office immediately following the annual general meeting and will represent their district on the Board of Directors

In accordance with the procedure for the election of officers, four of the Directors shall be in turn elected by the newly elected Board of Directors to serve as officers of the Federation and may be referred to as the Executive of the Board/Federation.

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The district where a director has been appointed to the Executive will have an election to appoint a new director.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Corporation, 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;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

Should a Director step down during the term, the Alternate Director will assume the role of District Director until the District has another election.

Should the District Director or Alternate Director not be representing the district as prescribed, by majority vote the District can vote in a replacement.

In the event that a Director or Alternate Director are unable to perform their duties, the district can replace their representative(s) at any time in the democratic fashion outlined in the OFATV District Director Elections policy.

2.05 Committees

The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.06 Remuneration of Officers

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

SECTION 3 - BOARD MEETINGS

3.01 Calling of Meetings

Directors meetings may be called by the President, Vice-President, 2nd Vice-President, Past President or by the Secretary/Treasurer on direction of the President or Vice-President or 2nd Vice-President, Past President or by the Secretary/Treasurer on direction in writing of two Directors.

The Board of Directors shall hold regular meetings as required with a minimum of three (3) per year.

3.02 Regular Meetings

The Board of Directors may hold its meetings at such place and time as it may from time to time determine.

The quorum for Directors' meetings is 50% plus 1.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The President shall act as Chair and preside at Board meetings. In the absence of the President, the Vice President or 2nd Vice President shall preside at Board meetings.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. The Chair shall not cast a vote on the questions arising unless there is an equality of votes,

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION 4 - FINANCIAL

4.01 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

SECTION 5 - OFFICERS

5.01 Officers

Officers of the Corporation shall consist of the President (who shall be the Chair), Vice President, 2nd Vice President, Past President and Secretary/Treasurer. The Past President will not hold a voting position as an Officer.

The term for each Officers position should be for two years. However, the Board of Directors may authorize a greater or lesser term, but no term shall be longer than four years.

5.02 Office Held at Board's Discretion

The Officers shall be elected by the Board of Directors from their numbers after the annual election of such Board of Directors. In default of such election, it shall be provided the then incumbents being members of the Board, shall hold office until their successors are elected.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of Chair

The Chair shall perform the duties described in these by-laws and such other duties as may be required as the Board may determine from time to time.

5.05 Duties of the President

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors.

During the absence or inability of the President, those duties and powers may be exercised by the Vice-President or 2nd Vice-President and if the Vice-President or 2nd Vice-President, or such other Director as a the Board may from time to time appoint for the purpose, exercises any such duty or power, the inability of the President shall be presumed with reference thereto.

The President shall preside at the Board of Directors, annual general and special meetings.

The President shall perform other duties and tasks as determined by the Board of Directors from time to time.

5.06 Duties of Vice President and 2nd Vice President

The Vice President shall assume and perform the President's duties in the event of their absence.

The 2nd Vice-President shall assume and perform the Vice President's duties in the event of their absence.

5.07 Duties of the Past President

The Past President will act as an advisor and mentor, providing guidance based on their prior experience and knowledge. They may also support the current president in strategic decision-making and serve as a liaison between the board and other stakeholders. The Past President shall perform other duties and tasks as determined by the Board of Directors from time to time.

5.08 Duties of the Treasurer

The Treasurer shall report quarterly financial statements to the Board and shall perform other duties and tasks as determined by the Board of Directors from time to time.

5.09 Duties of the Secretary

The Secretary shall undertake such duties as may be assigned by the Board.

SECTION 6 - PROTECTION OF DIRECTORS AND OFFICERS

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency 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 tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

SECTION 7 - CONFLICT OF INTEREST

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a

material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 8 - MEMBERS

8.01 Members

Membership in the Corporation shall consist of one class of Members – ATV Clubs. The Board may, by resolution, approve the admission of the Members of the Corporation and will set the dues for each class.

ATV Clubs shall, on admission, be assigned to a district by the board. Each district shall be represented on the board by a single Director. That Director shall be the district's representative or contact person for that area's needs.

8.02 Disciplinary Act or Termination of Membership for Cause

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership of an ATV Club for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

SECTION 9 - MEMBERS' MEETINGS

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;

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- d) report of the auditor;
- e) reappointment or new appointment of the auditor for the coming year;
- f) confirm appointment of Directors; and
- g) such 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 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.

Each member Club is eligible to send two voting delegates to the AGM. These delegates are to be selected by a democratically approved process within the Club in accordance with policies and procedures established by the Federation. The rights and privileges of Member Clubs will be in accordance with the policy and procedures as determined by the Federation from time to time.

9.02 Special Meetings

The Board of Directors (by majority vote) or the President, Vice-President or 2nd Vice-President shall have the power to call, at any time, a special meeting of the Members of the Corporation.

The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 40% percent of the Members entitled to vote at the meeting, whether present in person, virtually or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

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9.05 Chair of the Meeting

The Board Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each ATV Club shall be entitled to two votes at any meeting;
- b) votes shall be taken by a show of hands or electronic vote among all Members present;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands or electronic vote has been taken on any question, the chair of the meeting may require, or any ATV Club may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands or electronically is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. 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.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 10 - NOTICES

10.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered by email or other means to any such Member at the Member's latest address as shown in the records of the Corporation and to the auditor at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice

SECTION 11 - ADOPTION AND AMENDMENT OF BY-LAWS

11.01 Amendments to By-Laws

This By-law may be amended by a majority vote of the Board and the Members.