



RENFREW COUNTY ATV CLUB

CONSTITUTION & BY-LAWS

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Revision Table:

5	Article 1, Sections 6 and 7	Replaced EOTA with OFATV and add OFATV District Representation.
	Article 8, Section 6	The President must be a former or current Director
	Article 10, Sections 1 - 4	Directors elected by membership or the Board. Officers elected by the Board from elected Directors.
	Article 13, Sections 2 and 3	Associate Members and Corporate Members are voting members and Associate Members may be elected to a position on the Board.
6	Article 8, Section 4	Added 2nd Vice President to the Executive Officers
	Article 9, Section 4	Separated Trail Management into Trails Maintenance and Trails Development
	Article 10, Section 4	Added 2nd Vice President to odd years for election year
	Article 10, Section 5	Officer positions must have an acceptable criminal reference check



RENFREW COUNTY ATV CLUB CONSTITUTION & BY-LAWS

PART I: RENFREW COUNTY ATV CLUB

ARTICLE 1 - NAME AND STATUS

- Section 1.1: The organization shall be an incorporated not-for-profit organization known as Renfrew County All Terrain Vehicle Club Incorporated, herein referred to as RCATV Inc or “the club”.
- Section 1.2: RCATV shall be incorporated without share capital as a not-for-profit under the Corporations Act of Ontario.
- Section 1.3: RCATV shall be bound by the Corporation Information Act and Regulations made under that Act.
- Section 1.4: RCATV may, but not need have a seal. Any corporate seal adopted for the club may be from time to time approved by resolution of the Board of Directors.
- Section 1.5: The address of RCATV shall be either a dedicated post office box or that of the Chief Administrator.
- Section 1.6: RCATV is a member in good standing of Ontario Federation of All Terrain Vehicles (OFATV)
- Section 1.7: As a club within OFATV District 6, RCATV can send up to two representatives as District Director and Alternate Director to the OFATV Board of Directors. District representatives will be elected from the RCATV Board, the first meeting after the Annual General Meeting.

ARTICLE 2 - MISSION STATEMENT

- Section 2.1: RCATV is dedicated to providing leadership and support to its membership, to establish and maintain quality ATV trails throughout the region, in conjunction with its partners, that will be used in a safe and

environmentally responsible manner to further promote the enjoyment of organized all terrain vehicles.

ARTICLE 3 - LIMITATIONS, INTENT AND OPERATIONS

- Section 3.1: The purpose of RCATV, as a not for profit corporation, is to foster and promote responsible ATV events, trail touring, trail development in cooperation with other trail use stakeholders in a user-pay environment.
- Section 3.2: Club Members will respect and abide by all existing laws that may apply to the operation of ATV vehicles on trails and roadways including but not limited to the Highway Traffic Act, the Off Road Vehicle Act.
- Section 3.3 Club Members will ensure they are aware of and respect the RCATV policies and guidelines including but not limited to Trails Etiquette, Riding Sober and Clean Equipment.
- Section 3.4 RCATV intends to work in partnership with neighbouring ATV Clubs, Snowmobile Clubs, trail-user organizations, the Ministry of Natural Resources, County and Municipal officials and land-owners for the betterment of the sport and safe and diversified multi-use or ATV trail systems.
- Section 3.5 RCATV will encourage safe use of All Terrain Vehicles on roadways and trails through education and awareness campaigns supported by Canadian AQCC (All Terrain Quad Council of Canada) Safety Institute (CASI).
- Section 3.6: Members shall show respect for and agree not to trespass on private property without a land-use agreement in place and signed by RCATV. Members shall access the trails system only from May 1st to December 1st where trails are jointly maintained and groomed by the Ontario Federation of Snowmobile Clubs (OFSC), or as per any land-use agreement. Members will not access trails on crown land between March 1 – May 1 to allow a dry-out period.
- Section 3.7 The Fiscal Year for RCATV finances and operations will run January – December, with a Fiscal Year End of 31 December of each year.

PART II: BOARD OF DIRECTORS

ARTICLE 4 - BOARD OF DIRECTORS

- Section 4.1: The affairs of the club shall be managed by a Board of a minimum or seven (7) Directors, who shall be made up of Officers and Directors all of whom shall be a club member in good standing.
- Section 4.2: Directors must be the age of 18 or older in order to be elected to the Board of Directors.

ARTICLE 5 - VACANCIES AND ELECTIONS

- Section 5.1: Vacancies. Vacancies of the Board of Directors, however caused, may, so long as a quorum of Directors is reached, be filled with an Interim Director from among the qualified members of the club. Interim Directors shall remain in their position until the proceeding Annual General Meeting of Members, at which time Members can elect and fill the vacancy for the remainder of the term of office in accordance with the Terms of Office set in these by-laws. If there is not a quorum of Directors, the remaining Directors shall call a meeting of the Members to fill the vacancy.
- Section 5.2: Election. Each Director shall be elected at an Annual General Meeting of Members, to hold office for a period of two (2) years on a rotational schedule. The election may be a show of hands unless a ballot be demanded by any Member. Elections are by resolution passed with at least two-thirds (2/3) of the votes cast, at a general meeting of which notice specifying the intention to pass such resolution has been given. The Members of RCATV may elect a new Director, remove any Director before the completion of their term in office, and elect any person in their stead for the remainder of the term in accordance with conditions for termination in these by-laws.

ARTICLE 6 - POWERS

- Section 6.1: The Directors of the club may administer the affairs of RCATV in all things, may exercise all powers and do all other acts as the club is authorized to exercise and do.
- Section 6.2: The Directors are expressly empowered to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of assets, lands, buildings and other property, moveable or immovable, real or personal,

or any right or interest therein owned by the club, for such consideration and upon such terms and conditions as they may deem advisable.

ARTICLE 7 - CONFLICT OF INTEREST

- Section 7.1: Compensation. The Directors and Officers shall serve without compensation and no Director or Officer shall directly or indirectly receive any profit from his position. Directors and Officers may be compensated for reasonable expenses incurred by any the performance of their duty, at the approval of the Board of Directors.
- Section 7.2: Every Director is in a fiduciary relation with RCATV and is under an obligation to act in the utmost good faith towards the club in his dealings with it or on its behalf.
- Section 7.3: Any Director of the Board who has a financial, personal or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting in an impartial manner, will offer to voluntarily excuse him/herself, will vacate their seat and refrain from discussion and voting in respect of the matter on which they have declared a conflict.
- Section 7.4: Every disclosure of interest shall be recorded in the minutes of the meeting.

ARTICLE 8 - OFFICERS OF THE CORPORATION

- Section 8.1: There shall be a President, a Past-President, a Vice President, a Chief Administrator, and a Treasurer (or in lieu of a Chief Administrator and Treasurer, a Chief Administrator -Treasurer), and other Officers as the Board of Directors may determine. One person may hold more than one office except the offices of President and Vice President. The Officers of the Corporation shall also be a Member of the Board of Directors.
- Section 8.2: President. President of the Board shall, when present, preside at and chair all meetings of the members of the club and of the Board of Directors. The President shall be charged with the general management and supervision of the affairs and operations of the club. The President is also responsible for coordinating long term planning activities of the club and reviewing club policy. The President with the Chief Administrator or other Officers appointed by the Board, shall sign all by-laws, official documents and land-use agreements.

Section 8.3: Vice President. Vice President of the Board, during the absence or inability of the President or any other Officer, shall perform the duties and have the powers of the President or Officer, as well as assisting the President in their duties where required. The Vice President shall brief new Directors of their duties and responsibilities and be a point of liaison with organizations, groups or individuals as necessary to the Vice President role.

Section 8.4: 2nd Vice President. 2nd Vice President of the Board, during the absence or inability of the President or any other Officer, shall perform the duties and have the powers of the Vice President or Officer, as well as assisting the Vice President in their duties where required. The 2nd Vice President shall provide executive oversight over trail and rider safety including support and mentorship to the Chief Trail Warden and Trails Maintenance Manager.

Section 8.5: Chief Administrator. Chief Administrator shall be the clerk of the Board of Directors, attend all meetings of the Board and record all facts and minutes of all proceedings. The Chief Administrator shall provide an agenda for each meeting, shall post the minutes in a timely fashion and shall be the custodian of all books, papers, records correspondence, contracts and other documents belonging to the club, with the exception of financial records. The Chief Administrator shall assume the membership responsibilities and records in the absence of a Chair of Membership Committee and perform such other duties as determined by the Board of Directors.

Section 8.6: Treasurer. Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all club receipts and disbursements in proper books of account and be in charge of its funds. The Treasurer shall keep records of the club's funds in a financial institution approved by the Officers of the Board and in the name of the club. A Treasurer's report shall be prepared and submitted at each meeting or as directed by the club President. The Treasurer shall also perform other such duties as determined by the Board of Directors.

Section 8.7: Past President. Past President is a position reserved for the last President of the Board. The Past President is not elected by member quorum and may be served by the same individual until such a time that a new President of the board is elected. If the past president is unable or unwilling to serve as Past President, the Board may elect to fill this position by another current Member who has served as former President or Executive Officer as determined by a Board membership vote, until such a time that a new President of the Board is elected. The Past

President's position does not have voting privileges, and is considered to be an advisor to the Board of Directors.

Section 8.8: 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.

ARTICLE 9 - DIRECTORS OF THE CORPORATION

Section 9.1: Outside of the Officers of the club, there shall be a minimum of 4 Directors and a maximum of 16 Directors (comprised of 12 Regional Directors and 4 Directors-at-Large).

Section 9.2: Regional Directors. There shall be Directors of the Board to represent the clubs geographical areas. Directors may be added/deleted if/when additional townships are gained or deleted.:

South Algonquin Twp.
Madawaska Valley Twp
Killaloe, Hagarty & Richards Twp.
North Algoma Wilberforce Twp
Bonnehchere Valley Twp
Deep River/Laurentian Hills
Petawawa/Laurentian Valley Twp
City of Pembroke
Greater Madawaska Twp.
Whitewater Twp.
Renfrew/Admaston Bromley
Arnprior/Horton & McNab Braeside

Section 9.3: There shall be a maximum of four (4) Directors-at-Large positions for projects and committees as required by the club Officers.

Section 9.4: Directors and Officers will be voted into the following portfolios and committee chairs at the first Board of Directors meeting following the Annual General Meeting:

Media & Communications Committee
Membership & Volunteer Management
Events Planning
Trails Development
Trails Maintenance
Chief Trail Warden

Section 9.5: As well as elected Directors, non-voting positions on the Board are available for Board Liaisons from the following partner organizations:

Snow Country, District 6 Snowmobile Association
Bonn Trae Snowmobile Club
Keetna Snowmobile Club
Opeongo Snowbirds Snowmobile Club
Eganville Sno-Drifers' Club
County or Municipal Recreation Reps

ARTICLE 10 - TERMS OF OFFICE

- Section 10.1: All Officers and Directors of the club shall be elected to the Board for two (2) years or until their successor is elected. To provide succession planning and continuity terms of office will be on a rotational basis odd and even years. Directors voted into office as Interim-Directors will be ratified by Members at a General Meeting for the remaining period of their rotational term.
- Section 10.2: On odd years, Members at the Annual General Meeting will elect the Directors positions for the regions of South Algonquin, Deep River/Laurentian Hills, Whitewater, Bonnechere Valley, Killaloe Hagarty & Richards, Madawaska Valley and Directors-at-Large
- Section 10.3: On even years, Members at the Annual General Meeting will elect the Directors positions for the regions of Greater Madawaska, North Algona Wilberforce, Petawawa and Laurentian Valley, Renfrew and McNabb-Braeside, Pembroke, Arnprior and Admaston-Bromley and Directors-at-large
- Section 10.4: Officer positions shall be elected at a Board of Directors meeting within 6 months after an Annual General Members meeting. The President and Vice-President will be elected by the Board of Directors from amongst the sitting Directors. The Chief Administrator and Treasurer will be elected by the Board upon receiving a nomination from any Member. On odd years, Directors will elect the Officer positions of President, **2nd Vice President** and Chief Administrator. On even years, Directors will elect the Officer positions of Vice President and Treasurer.
- Section 10.5: **Officer positions will require a criminal reference check (current within the year) whose results are satisfactory to a majority of the Board prior to being elected to the Executive.**

ARTICLE 11 - TERMINATION OF DIRECTORS

Section 11.1: A Director may be removed from office as follows:

- i. A Director shall cease to be a Director upon his/her resignation in writing, upon their death, or if they become bankrupt or deemed mentally incompetent.
- ii. A Director shall be deemed to have resigned if they have missed three (3) consecutive Board Meetings without sufficient cause. Prior to declaring a vacancy, the Board is obliged to confirm any circumstances which contributed to the Directors absences; or
- iii. A Director may be removed before the expiration of their term of office, by a majority of votes by the Board of Directors for reasons inconsistent with club's best interest.

PART III: CLUB MEMBERSHIP

ARTICLE 12 - MEMBERSHIP

Section 12.1: Membership shall be open to any individual who is sixteen (16) years of age or more, which supports the vision and mandate of the club, after application in the form authorized by the Board of Directors and after payment of the required membership fee.

Section 12.2: Annual membership may be automatically renewed for each subsequent year by payment of the required annual dues. The membership year for General and Non-Riding Members shall coincide with the annual anniversary of each individual on a calendar year basis. The Membership year for Corporate Members shall coincide with the RCATV fiscal year.

ARTICLE 13 - CATEGORIES OF MEMBERSHIP

Section 13.1: General Members are defined as a person who is legally licensed or qualified and insured to operate an ATV in the Province of Ontario. General membership dues shall be in the form of a current Ontario Federation of All Terrain Vehicles (OFATV) trail permit designated for RCATV Incorporated. Membership must be renewed annually, or as specified by OFATV. A General Member of the club is also a member of OFATV and shall benefit from the reciprocal agreements in place between OFATV and partner clubs.

Section 13.2: Non-Riding Members shall be in the form of an RCATV Associate Membership Application approved by a majority vote of the Board of

Directors. Associate membership dues are determined by the Board and renewed annually. Associate members category was created to encourage spouses, family and friends of general Members and the ATV supporting community to become involved with and support the club. An associate membership does not include a trail pass or allow the member to trespass on RCATV designated trails. It is not a reciprocal membership for trail usage within OFATV and partner clubs. Associate Members are voting members of the club and can hold a position on the Board as Directors.

Section 13.3: Corporate Members. This category was created to highlight the contribution of business and corporations who wish to support the mandate and vision of RCATV. Corporate Member fees are determined by the RCATV Board and renewed annually and may include sponsorship of equipment, promotion, events or materials in lieu. Corporate Member benefits may include promotion on the website, recognition plaques at the discretion of the Board of Directors. A Corporate Membership does not include a trail pass or allow the member to trespass on RCATV designated trails. It is not a reciprocal membership for trail usage within OFATV and partner clubs. A Corporate Member is a voting member of the Club and cannot hold a position on the Board of Directors. Any ATV's owned by the business or corporation will still require individual trail passes for each owned equipment. Corporate Members must abide by RCATV Conflict of Interest policy

ARTICLE 14 - TERMINATION OF MEMBERSHIP

Section 14.1: Membership shall not be transferable and shall lapse and cease to exist upon the death of a Member, by resignation, for non-payment of required membership dues, or by resolution passed by the Board of Directors for reasons inconsistent with the club's best interest or disruption of club operations.

Section 14.2: Any Member who infringes on the articles or rules of the club or brings the club into disrepute, may be reprimanded, suspended or expelled from the club after a hearing from the Board of Directors, at which the Member is entitled to attend. The Board of Directors may delegate disciplinary matters to a special committee.

PART IV: RCATV COMMITTEES & MEETINGS

ARTICLE 15 - MEETING PROTOCOL

Section 15.1: Error or Omission. No error or omission in giving notice for a meeting of Directors or Members shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting. Any Director or Member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings.

Section 15.2: At all RCATV meetings, every question shall be decided in the first instance by a show of hands unless a poll, or written ballot is demanded by any Director or Member.

Section 15.3: Written or Email Resolution. A resolution signed in writing, or approved by email, by a quorum of Directors or Members is as valid as if it had been passed at a meeting of Members, Directors, Officers or committee meeting. A copy of such resolution shall be kept with minutes of the proceedings of the committee and reported on at the subsequent meeting.

Section 15.4: Chairperson. The Chairperson of the meeting is not entitled to vote, except in case of an equality of votes and a tie-breaking vote is required.

Section 15.4: Minutes. All Committee Meetings shall keep minutes of their discussions and decisions, ensure the Chief Administrator has copies of all minutes and records of decisions. The Chair or committee representative shall provide a report to the next available meeting of the Board of Directors.

Section 15.5: Proxy. Directors and Members in good standing are entitled to vote by proxy at their applicable meetings, should they not be able to attend in person. Identified proxy need not be a member, but before voting can occur, the Director or Member must inform the Chief Administrator in writing with the proxy delegation prior to the commencement of the meeting.

Section 15.6: The club shall use Call to Order for all meetings.

ARTICLE 16 - EXECUTIVE COMMITTEE MEETINGS

Section 16.1: The Executive Committee shall be comprised of the Officers of the Corporation (President, Vice President, Chief Administrator, and Treasurer

and Past-President) who shall be responsible for the affairs of the club between Board of Director meetings.

ARTICLE 17 - BOARD OF DIRECTOR MEETINGS

Section 17.1: The Board of Directors may hold its meetings at such place or places as it may from time to time determine. The Directors may consider or transact any business either special or general at any meeting of the Board. Directors meetings may be formally called by the President or Vice President, or by the Chief Administrator on direction of the President or Vice President, or by the Chief Administrator on direction in writing of two Directors.

Section 17.2: Notice. Notice of Director meetings shall be delivered, telephoned or emailed to each Director not less than seven (7) days unless the date was pre-determined at a previous meeting. No formal notice 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 in any month or months for regular meetings at an hour to be named, in which case no notice need be sent. A Directors meeting may also be held, without notice, immediately following the Annual General Meeting of the Club.

Section 17.3: Meeting Frequency. The Board of Directors and/or Executive Officers shall meet at least six (6) times in each fiscal year, and no more than ninety (90) days shall lapse between meetings.

Section 17.4 Guests. Members in good standing are welcome to attend as guests and observers at any and all Board of Director Meetings unless otherwise stated at the time the agenda is established. Minutes of Board of Director meetings shall be made available to Members in good standing upon request.

Section 17.5: Quorum. Six (6) Directors, of which at least two (2) must be Officers, shall form a quorum for the transaction of club business. Questions arising at any meeting of Directors shall be decided by a 2/3 majority of votes once quorum is established.

ARTICLE 18 - WORKING COMMITTEE MEETINGS

Section 18.1: Working committees shall be established to conduct and ensure the smooth operation of the club business. Working committees shall be

chaired by Directors responsible to and reporting to the Board of Directors and accountable to the Members.

Section 18.2: The portfolios of the various Committee Chairs will be elected by majority vote by the Board of Directors at the first Board of Director meeting following the Annual General Meeting. This may take place at the discretion of the Executive Committee during or immediately following the Annual General Meeting. Any Director or Officer may be elected into a Committee Chair portfolio.

Section 18.3: Media and Communications Committee Chair is an elected Board Director and is a lead spokesperson along with the President and Vice-President, and under the direction of the Executive Committee. The mandate of this portfolio is to be the liaison with community partners, trade shows, websites, social media and event promotion. The Director will chair a committee of volunteer members to support with promotion and information distribution, article writing, event submission to local papers and social media sites.

Section 18.4: Membership & Volunteer Management Committee Chair is an elected Board Director and will chair a committee of volunteer members, responsible to the Executive Committee. The mandate of this portfolio is to maintain an active list of members and volunteers, communicate with members and volunteers with respect to lapsed memberships, respond to membership enquiries, inform members of events, track volunteer hours, participate in recruiting and retention of volunteers and members and establish and maintain volunteer recognition and appreciation.

Section 18.5: Events Planning Committee Chair is an elected Board Director and will establish and chair a committee, responsible to the Executive Committee, of members. The mandate of this portfolio is to assist Directors with planning and running of club events, to work with the volunteer management and media and communications committees to promote events and request volunteers.

Section 18.6: Trails Committee Chair is an elected Board Director and will establish and chair a trails committee of members, responsible to the President. The mandate of this portfolio is to maintain an electronic trail and track inventory, support the Executive with Ministry of Natural Resources, County Forestry and private landowners, lead trail verification, receive trail maintenance reports, and work with regional Directors and the Executive on trail prioritization and maps. **The committee may be co-chaired between Trail Maintenance and Trail Development Coordinators.**

Section 18.7: Chief Trail Warden is an elected Board Director and will recruit, train and maintain a trail warden program. The Chief Trail Warden is responsible to the Vice President. The mandate of this portfolio will be to establish and reinforce trail safety protocols, provide or arrange for safety briefs and rider safety training, environmental stewardship and ambassadorship on the trails on behalf of the club. The Chief Trail Warden will be the liaison and point of contact with local OPP and regional OPP S.A.V.E teams.

Section 18.8: The Board of Directors may appoint such other Committees from among club Members and Directors to perform business or projects on behalf of the club. Committee Chairs shall keep minutes of any meetings and discussions and provide a report to the regular meetings of the Board.

ARTICLE 19 - ANNUAL AND OTHER MEETINGS OF MEMBERS

Section 19.1: The annual or any other general meeting of the Members shall be held within six (6) months following the club's fiscal year end.

Section 19.2 Call to Order. The Board of Directors or the President or Vice President shall have power to call a general meeting of Members. The President may order a special general meeting when called upon by any Member in good standing upon receipt submitted to the Chief Administrator and signed by no less than 10 Members in good standing. Such meeting will be held within 30 days of receipt.

Section 19.3: Non-Voting Guests. At the discretion of the Board of Directors, the annual or any other meeting of the Members shall be open to the public, but persons attending shall not have the right to vote unless entitled by this by-law or any resolution of the membership.

Section 19.4: Agenda. Members shall be informed and provided an agenda of general, annual or special meetings either through direct notice, social media or email with ten (10) days notice prior to such a meeting.

Section 19.5: Quorum. A quorum for the transaction of business at any meeting of Members shall consist of not less than ten percent (10%) of current Members present in person or represented by proxy. For the purposes of a quorum of Members, Directors or Officers, present or by proxy, are considered Members in good standing and entitled to each one individual vote.

Section 19.6: At every Annual General Meeting, in addition to any business that may be transacted, the report of the Directors, the financial statement and the

report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. Directors may vote by motion to postpone audited statements by up to one year provided a majority of the Board of Directors support such a motion and subject to the Corporations Act, Ontario compliance.

Section 19.7: The Members may consider and transact any business either special or general without notice at any meeting of the Members except for amendments to the by-laws.

ARTICLE 20 - VOTING, MEETINGS OF MEMBERS

Section 20.1 It is the right, responsibility and privilege of all member categories to be informed; to attend all meetings of the members; to speak; to propose motions and resolutions.

Section 20.2: Members over the age of 18 may vote upon all resolutions to amend by-laws of the club, 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 Members onto the Board of Directors.

Section 20.3: Members under the age of 18 may attend, participate and speak at annual and general meetings, however a guardian or parent must vote on their behalf by proxy received prior to the commencement of the meeting.

Section 20.4: No Member shall be entitled to vote at or to receive notice of meetings of members while fees are unpaid.

PART V: RCATV ADMINISTRATION

ARTICLE 21 - BY-LAW/CONSTITUTION CHANGES

Section 21.1: All additions or amendments to the Constitution & By-Laws must not conflict with existing conditions unless the existing conditions become obsolete.

Section 21.2: Proposed amendments or additions must be submitted in writing by electronic email or facsimile to the Board of Directors fifteen (15) days prior to the next general meeting. If the amendment is not received

fifteen (15) days prior to the general meeting approval will be withheld until the next general meeting is held.

Section 21.3: Members must be notified and provided the opportunity to review Constitutional and By-Law changes ten (10) days prior to the general meeting. A second reading of the by-laws will be conducted at the general meeting prior to Members being asked to vote on the resolution.

Section 21.4: Such amendments or additions will become effective only after approval by the majority vote of quorum of Members present.

ARTICLE 22 - FINANCIAL TRANSACTIONS

Section 22.1: All cheques, bills of exchange or other orders for the payment of money, notes or other evidence in indebtedness issued in the name of RCATV shall be signed by Officer or Officers of the club or as determined by resolution of the Board of Directors.

Section 22.2: All orders for the payment of money or loan/line of credit on behalf of the club in excess of \$1,000.00 require a majority of votes at a general meeting of the Board of Directors unless already set in an approved Budget.

Section 22.3: The securities of the club shall be deposited for safekeeping with one (1) or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities may be withdrawn by the Treasurer with approval from the President, or Vice President.

Section 22.4: The Board of Directors will pass an operating budget within 3 months into the new fiscal year and tabled at the Annual General Meeting.

ARTICLE 23 - EXECUTION OF DOCUMENTS

Section 23.1: Deeds, transfers, licenses, contracts and engagements on behalf of the club shall be signed by two (2) persons who are Officers.

Section 23.2: Contracts in the regular conduct of club operations may be entered into on behalf of the club by the President and/or Chief Administrator or by any person or persons authorized by the Board of Directors.

Section 23.3: The Directors shall see that all necessary books and records of the club required by the by-laws of the club or by an applicable statute or law are regularly and properly kept.

ARTICLE 24 - NOTICE

Section 24.1: Any notice (which term includes any communication or document) to be given, sent, delivered or server pursuant to the Act, the letters patent, the by-laws or otherwise to a Member, Director, Officers or auditor shall be deemed as given under any of the following circumstances:

- i. when delivered personally to the person to whom it is to be given;
- ii. when delivered to his/her recorded address or when mailed to him/her at their recorded address;
- iii. when delivered via email or fax to the recorded email address or fax number.

Section 24.2 The Chief Administrator, designated Officer of the Club, or Membership Coordinator may change the recorded address of any Member, Director, Officer, or auditor in accordance with any information believed to be reliable.

ARTICLE 25 - INDEMNITY OF DIRECTORS AND OFFICERS

Section 25.1: Every Director or Officer of the club shall be deemed to have assumed office of the express understanding agreement and condition that every Director of the club and their heirs, executors and administrator and estate and effects respectively shall be indemnified and saved harmless at all times by the club against all costs, losses and expenses incurred by them out of the funds of the club from and against. The club may by resolution of Board Members acquire Director insurance.

Section 25.2: All costs, charges, and expenses whatsoever, which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her or them and in respect of any act, deed, matter or thing whatsoever, made, done or permitted, in or about the execution of the duties of their.

Section 25.3: All other costs, charges and expenses which are sustain or incur in or about or in relation to the affairs thereof by a Board member, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE 26 - DISSOLUTION

- Section 26.1: Dissolution of the Renfrew County ATV Club Incorporated can only take place at a general meeting of Members or at a special meeting called by the President for that specific purpose.
- Section 26.2: Dissolution requires a 2/3 majority vote of the Members in attendance provided quorum has been achieved.
- Section 26.3: Upon dissolution of the Corporation, after payment of all debts and liabilities, remaining assets shall revert to a non-profit organization with compatible objectives.