

By- Law No.1

A by-law relating generally to the transaction of the affairs of

ONTARIO FEDERATION OF ALL TERRAIN VEHICLE CLUBS

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NAME

1. The organization shall be designated “Ontario Federation of All Terrain Vehicle Clubs” with an abbreviated title “OFATV”.

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

HEAD OFFICE

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

SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

- 4.1 The OFATV shall consist of a board of Directors with executive positions. Each Director shall be elected from one of seventeen (17) districts and represent member ATV Clubs therein; each of whom at the time of their election or within 10 days thereafter and throughout their term of office, shall be a member of the OFATV. The Directors shall elect a President, a Vice-President, a 2nd Vice-President and a Secretary/Treasurer as officers of the Corporation.
- 4.2 All Executive Committee members and Board of Directors of the OFATV must read and sign the Confidentiality Agreement of the OFATV before being included in any OFATV matters.

ELECTIONS

- 5.1 Member Clubs within each District shall jointly select in a democratic fashion in accordance with the rules and procedures as contained in the by-laws of the Federation from time to time, a delegate and an alternate delegate to represent that region at the next ensuing AGM or special general meeting as the case may be for the purpose of standing for Director and alternative Director of the Federation. Individual eligibility of prospective Directors are to be in accordance with the requirements of law and the policies and procedures of the Federation

Each District delegate shall be eligible at the AGM or special meeting to be elected by a vote of the membership to the position of Director of the Federation. Each District will at the conclusion of the election, have one Director. For Districts that do not send any delegates there will be no Director elected to represent that district, although in its discretion, the elected Board may appoint a Director for that District in co-operation with members from that District to fill that vacancy.

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.

The alternative Director for the District from which a member of the executive was selected shall automatically become the Director for the district in which the vacancy occurred, it being understood that when a Director is elected to the executive that Director will remain a Director of the Federation, but the responsibilities of that Directorship shall be subsumed in the responsibilities of executive office and the usual responsibilities of a Director in relation to member clubs in that Director's district shall be assumed by the newly elected alternative Director who becomes a full Director of the Federation. In lieu of election to the Board for these four alternative delegates, the Board is entitled to summarily appoint them to fill the vacancy.

ROTATING DIRECTORSHIP

- 5.2. So as to better ensure continuity of expertise and experience on the Board, the Directors for the odd numbered districts will be initially elected for a one-year term, and thereafter for terms of two years. The Directors that come from even numbered districts shall be elected 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.

An executive Director's term may be extended for up to three years so as to coincide with rotational election of the executive Directors in accordance with the provision of paragraph 4.

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

EXECUTIVE

- 5.3. An Executive Committee of the Board of Directors shall consist of the office President, office of the Vice-President, office of the 2nd Vice-President, and office of the Secretary/Treasurer.

The term of each executive office shall be for a period of two years. However, the Board of Directors may by by-law authorize a greater or lesser term.

VACANCIES – BOARD OF DIRECTORS

6. Resignations from the Board of Directors shall be made in writing and shall be addressed to the OFATV office with a copy sent to each of the member ATV clubs in the affected district. The district shall fill district vacancies, however caused, within 30 days of receiving a notice of resignation. Failing such procedure, the Board of Directors may fill the vacancy for the period up to the next Annual Meeting.

QUORUM AND MEETINGS - BOARD OF DIRECTORS

7.1 NUMBER OF DIRECTORS

Each of the Districts is entitled to have one Director and in addition to this, the four executive Directors when selected in the fashion above described, shall also continue as Directors and will be replaced by alternative Directors from the District in which the executive member came. The total number of Directors including the Executive Officers of the Federation is therefore 21.

7.2 QUORUM

The quorum for Directors' meetings is fixed at 8. For the purpose of Directors meetings, a minimum of one executive officer must be included within this quorum.

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. 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, Vice-President, 2nd Vice-President or by the Secretary/Treasurer on direction of the President or Vice-President or 2nd Vice-President; or by the Secretary/Treasurer on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned, facsimiled or e-mailed to each governor not less than one (1) days before the meeting is to take place or shall be mailed to each Director not less than ten (10) days before the meeting is to take place. The statutory declaration of the Secretary/Treasurer 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 may appoint a day or days in any month or months for regular meetings at an hour to be named and of such immediately following the meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

The President shall preside at all meetings of the Board of Directors, annual meetings and special meetings. A Chairperson may be elected by the voting delegates to preside over the annual general meeting if it is required.

The Board of Directors shall hold regular meetings as required with a minimum of three (3) per year. The Board of Directors shall approve the dates and locations for annual general meetings, special meetings and Board of Directors meetings.

All questions of procedure not covered by these by-laws shall be decided by the presiding officer according to the latest edition of "Call to Order" by Herb Perry.

ERRORS IN NOTICE - BOARD OF DIRECTORS

8. No error or omissions 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. 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 thereof.

VOTING - BOARD OF DIRECTORS

9. Only the President, Vice-President, 2nd Vice-President, Secretary/Treasurer and the District Directors shall have a vote of the Board on Directors.

No person shall commit the OFATV to any course of action without the consent of the Board of Directors.

Questions arising at any meeting of the Directors shall be decided by a majority of votes. The President shall not cast a vote on the questions arising unless there occurs to be an equality of votes. In case of an equality of votes, the President of the Corporations or the chairperson of the meeting shall have a casting vote.

All votes at any meeting of Directors shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairperson of the meeting 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 their duties may be performed by the Vice-President or 2nd Vice-President or such other Director as the Board of Directors may from time to time appoint for that purpose.

POWERS

10. 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.

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

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 with the Corporations' 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 terminate or suspend club membership in the OFATV for what it believes to be a just reason. Clubs may challenge this decision by appeal to the membership committee.

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.

REMUNERATION OF DIRECTORS

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

OFFICERS OF THE CORPORATION

12. The Executive Committee of the Corporation shall consist of the President, Vice-President, 2nd Vice-President, Secretary/Treasurer and Chairpersons of the other major committees. The President, Vice-President, 2nd Vice-President, Secretary/Treasurer shall be elected by the Board of Directors from their number at the first meeting of the board 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.

A majority of the Executive shall constitute a quorum for all decisions of the executive committee. The meetings of the Executive committee may take place in person, Tele-conference or by other means and all meetings and all questions can be held or decided by a poll of the members of the Executive Committee take by telephone, fax, electronic mail or any other means agreeable to the members of the committee provided only that all members have been given the opportunity to cast a vote on each question.

All powers, rights and authority of the board shall be delegated to the executive committee to the extent allowed by the Corporations Act, as determined, except the Executive Committee shall not, without the ratification by the board be entitled:

- 1) To change membership fees for either ATV Club or Individual Members.
- 2) To change the regional representation structure for ATV Club Members.
- 3) To change the structure, powers or membership of the Executive Committee.
- 4) To fill any vacancy in the Executive Committee.

All resolutions approved by the Executive Committee, other than as limited herein, shall be valid and in full force and effect from the time of the approval, unless or until rejected or amended by the board. All resolutions approved by the Executive Committee shall be presented for ratification at the next following meeting of the board.

DUTIES OF THE PRESIDENT, VICE-PRESIDENT AND 2nd VICE-PRESIDENT

13. The President shall, when present, 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 of the operations of the Corporations. 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 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.

SOLE DUTIES FOR THE PRESIDENT

14.
 - A) The President shall accept responsibility for the success and failures of the OFATV and be responsible for overall management.
 - B) The President shall be responsible for the strategy and long range planning of the OFATV.
 - C) The President shall preside at the Board of Directors; annual general and special meetings except where otherwise provided for the by-laws.
 - D) The President shall call meetings when required.
 - E) The President shall sign all official documents, contracts and undertakings and affix the corporate seal accourting to the direction of the Board or the directions of the voting membership at a general or special meeting.
 - F) The President shall conduct an orderly and effective meeting.
 - G) The President shall ensure tasks and responsibilities are assigned to the appropriate Director and shall follow up to ensure satisfactory completion.
 - H) The President shall perform other duties and tasks as determined by the Board of Directors from time to time.

SOLE DUTIES FOR THE VICE-PRESIDENT AND 2nd VICE PRESIDENT

15.
 - A) The Vice-President shall assume and perform the President's duties in the event of his or her absence or disability.
 - B) The 2nd Vice-President shall assume and perform the Vice- President's duties in the event of his or her absence or disability.
 - C) The Vice-President and 2nd Vice-President shall develop policies and plans for approval.
 - D) The Vice-President and 2nd Vice-President shall coordinate the activities of the Directors
 - E) The Vice-President and 2nd Vice-President shall look for legal and legislative matters and coordinate OFATV input to new or revised Provincial or Federal statutes.
 - F) The Vice-President and 2nd Vice-President shall gather and interpret information on individuals or organizations impacting on the OFATV.
 - G) The Vice-President and 2nd Vice-President shall maintain liaison with such organizations, groups, or individuals as the Board of Directors deem necessary.

DUTIES OF THE SECRETARY/TREASURER

16. The Secretary/Treasurer shall:
 - A) Arrange Board of Directors meetings and make the appropriate reservations
 - B) Record, publish and distribute minutes of all meetings
 - C) Report to meetings, actions still required on decisions of previous meetings and follow up until the actions have been completed or the results achieved
 - D) Brief new Directors on the Board of OFATV organizations, operation, and activities underway and major outstanding issues
 - E) Be the returning officer for all elections where a ballot is required, and shall publish the requirements of office and announce the results. Where the Secretary/Treasurer is personally involved in the election another Director may be appointed to carry out this portion of the balloting process
 - F) Publish major corporate documents and issue them to those authorized
 - G) Be ex officio clerk of the board of Directors. The Secretary/Treasurer shall attend all meetings and record all facts and minutes of all proceedings in the books for the board of Directors meetings
 - H) Give all notices required to be given to members and to Directors
 - I) Collect all fees, dues and other funds due to the OFATV, account for them and report on them
 - J) Write cheques for payment of accounts in accordance with these by-laws
 - K) Prepare and present monthly financial reports and cash flow projections
 - L) Maintain the main corporate books of account and prepare an audited statement and auditors report for the annual general meeting
 - M) Maintain and operate a system for paying authorized expenses in accordance with OFATV policy and report on the aberrations or apparent discrepancies
 - N) Report on expense claims outstanding and accounts overdue for payment and make recommendations
 - O) Be authorized to defer any or all of these duties to the OFATV staff as is required from time to time

DUTIES OF OTHER OFFICERS

17. 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. All of the above duties may be enlarged or added to by the Board of Directors.

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.

DUTIES OF THE PAST PRESIDENT

18. The Past President Shall:
- A) To inform the Executive committee of all past, present and future business that you were involved in, with regards to the corporation while you held the position of President, and then to take direction from the current Executive committee as to your involvement in continuing with any of the below mentioned initiatives.
 - B) The Past President shall chair the board appointed nominations committee. The Past President shall work with the committee and the Clubs to seek out potential new members for the Board of Directors, which will be presented at the AGM.
 - C) Chair the District Director's election at AGM.
 - D) Present to the Board of Director's prior to the Executive election, the duties and responsibilities of accepting a position as an Executive board member.
 - E) Chair the Executive election at the first Board of Director's meeting following AGM.
 - F) Provide the new Board of Director with the current "Directors Kit", and explain to the new member his/her role and responsibilities as newly appointed Board member.
 - G) Be available to clarify, or explain policy and or procedures to a new Board of Directors member.
 - H) Explain the role of a committee to the new Board of Director and encourage them to join one that they have interest in.
 - I) Be available to the current Executive committee, and serve on committees as requested.
 - J) Be a mentor to the current Executive.
 - K) The Past President's position does not have voting privileges, and is considered to be an advisor to the Board of Directors.

EXECUTION OF DOCUMENTS

19. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either of the President, Vice-President, 2nd Vice-President, Secretary/Treasurer, and the Executive Director shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary Course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, 2nd Vice-President, Secretary/Treasurer, Executive Director or any person authorized by the board.

The President, Vice-President, 2nd Vice-President, Secretary/Treasurer, Executive Director, Directors 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 behalf of the Corporation, and may affix the Corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the Corporate seal 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 or 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 obligation of the corporation may or shall be executed.

BOOKS AND RECORDS

20. The Directors shall ensure that all necessary books and records of the Corporation required by the by-laws on the Corporation or by any applicable statute or laws are regularly and properly kept.

MEMBERSHIP

21. The Province will be organized in 17 Districts recognized by the Federation and that will roughly co-align with the current Districts that are used by the Ontario Federation of Snowmobile Clubs (OFSC).

Membership in the Federation will constitute clubs in good standing. The criteria for “clubs in good standing” may be set out in the Federation’s by-laws from time to time.

A full membership is intended to be an ATV Club duly incorporated under the laws of the Province of Ontario as a not for profit organization incorporated in accordance with the procedures and standards of the Federation from time to time and accepted for membership by the Federation.

Each member Club will be assigned to the geographical District in which it is located.

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.

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 an assessment or other sum levied or which became payable by him to the corporation prior to acceptance of their resignation.

Each member shall be promptly informed of his or her admission as a member. An individual shall be deemed a member of the Corporation upon receipt by the office of the membership purchase price for the then current year.

There shall be membership classes with the rights and restrictions contained herein:

- A) **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.
- B) **INDIVIDUAL MEMBERS** shall consist of those individuals approved for membership by the board and shall be entitled to the benefits prescribed by the board. **INDIVIDUAL MEMBERS** shall not be entitled to cast a vote at the AGM.
- C) **MANUFACTURERS MEMBERSHIP** shall consist of all **KEY** manufacturers who are also members of the CATV and all such members shall be represented by CATV. CATV shall be entitled to nominate one **ADVISORY MEMBER**.
- D) **CORPORATE MEMBERSHIP** shall consist of those business corporations, government agencies, ministries, and other entities approved by the board and shall be entitled to attend all meetings of members. **CORPORATE MEMBERS** shall not be entitled to vote. **CORPORATE MEMBERSHIP** fees shall be a \$500.00 yearly fee. ATV manufacturers may become a **CORPORATE MEMBER** with a \$500.00 yearly fee or donation of product. It shall be noted that all corporate by-ins are to be shared proportionally with all member clubs.

- E) AFFILIATED MEMBERSHIP shall consist of those non-profit corporations and other entities approved by the board. The members of this class shall be entitled to select one ADVISORY MEMBER each to a maximum of four ADVISORY MEMBERS for this class of membership.
- F) ADVISORY MEMBERS shall be those individuals who have been nominated as provided above and have been approved for membership by the board. All members of this class must be qualified to serve as a Director of an Ontario corporation. ADVISORY MEMBERS shall not be entitled to vote at any meetings.

A Member Club or the OFATV may suspend or revoke an Individual Member of the Corporation when, in either of their opinion, the Individual Member should not be a member, and hold the rights thereof, because of a failure to comply with the required criteria of membership, the By-laws of the Corporation or the laws of the Province of Ontario. Any suspension of an Individual membership may be subject to conditions or terms as the Member ATV Club or OFATV prescribe.

Any resolution of the Board of Directors relating to admission criteria to membership in the Corporation shall be effective, subject only to confirmation by the members, at the next general meeting or otherwise.

DUES

- 22. Dues or fees for membership in the Corporation, whether for Individuals, Clubs or businesses, shall be fixed by vote of the Board of Directors, which shall only become effective when confirmed, by a vote of the members at the annual or other general meeting. Membership dues and fees cannot be adjusted without the Board of Directors approval. The Directors may review any fees or dues from time to time as required by the Corporations; any changes in the membership fee must be approved at a general meeting of the members.

The staff shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees may be reinstated by unanimous vote of the Board of Directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

- 23. 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 from time to time, and on such day as the said Directors shall appoint, providing the Annual General Meeting does not occur before June 1st of the current year.

At every annual meeting, in addition to any other business that may be transacted; the report of the Directors, the financial statements and the report to the auditors shall be presented and a board of Directors elected, shall be fixed in the agenda of said meeting. Auditors shall be appointed for the insuring year and the remuneration of the auditors shall be fixed. The members may transact any business, either special or general without any notice thereof at any meeting of the members.

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 general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice by prepaid mail or electronic mail thirty (30) days before the fixed time for the holding of such meeting. Provided that any meetings or members may be held at any time and place without such notice if all the members of the Corporation are presented thereat or represented by duly appointed proxy, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

24. 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.

ADJOURNMENTS

25. Any meeting of the Corporation or of the Directors may be adjourned at any time and from time to time and 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.

QUORUM OF MEMBERS

26. A quorum for the transaction of business at any meeting of members shall consist of not less than 50% of the voting members present in person or represented by proxy; provided that in no case, any meeting be held unless there are 40% of the voting members present in person.

VOTING OF MEMBER CLUBS

27. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member club of the Corporation shall, at all meetings of members, be entitled to two (2) votes and may vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary/Treasurer sufficient appointment in writing from their member ATV Club executive. No member club shall be entitled, either by in person or by proxy, to vote at meetings of the Corporation unless that person has paid all dues or fees, if any, then payable.

At all meetings of members every question shall be decided by a majority of the votes of the members present, in person or represented by proxy, 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 any member club demands a poll. Upon a show of hands every member club having voting rights shall have two (2) votes, and unless a poll be demanded, a declaration by the chairperson of the meeting that the 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 of the fact, without proof of the number of proportion of the votes accorded in favour of or against said resolution. The demand for a poll may be withdrawn. If a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the member clubs present or by proxy, and such poll shall be taken in such a manner as the chairperson of the meeting shall direct and the result of such poll shall be deemed the decision of the Corporation in annual general meetings or special meetings upon the matter in question.

In case of an equality of votes at any annual, general or special meeting, whether upon a show of hands or at a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

Voting delegates must be over the age of eighteen (18). Names of voting delegates must be submitted in writing to the OFATV office prior to the date of the general meeting. Late substitutions will be accepted only if accompanied by a letter signed by 2 members of the member ATV Club's executive.

Amendments to the By-laws must be consistent with the Letters Patent.

FINANCIAL YEAR

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

CHEQUES, ETC

29. 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, 2nd Vice-President, Secretary/Treasurer or Executive Director; 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, 2nd Vice-President, Secretary/Treasurer or Executive Director, may alone endorse notes and cheques for collection on account of the Corporation through its bankers, and may endorse notes and drafts for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with bankers of the Corporation by using the Corporation rubber stamp for that purpose. 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.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

30. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer of officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the board of Directors and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians by the Board of Directors and shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event, be liable for the due application of the securities so withdrawn from deposit or proceeds thereof.

NOTICE

31. 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, member club, 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 it 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 Staff may change or cause to be changed the recorded address of any member, member club, Director, officer or auditor in accordance with any information believed by him to be reliable.

BORROWING

32. The Board of Directors may from time to time:
- A) borrow money on the credit of the Corporation
 - B) issue, sell or pledge securities of the Corporation
 - C) Charge, mortgage hypothecate or pledge all or any of the real or personal property of the Corporation; including book 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 Board of Directors may authorize a Director, Officer or Employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board of Directors may authorize and generally to manage, transact and settle borrowing of money by the Corporation.

DISCLAIMER

33. 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 judgement 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.

INTERPERTATION

34. 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.

Passed by the Board of Directors and sealed on this _____ 8th ____ day of __June__, 2008

President's Signature: _____

Bruce Murphy