

PRINCE EDWARD ISLAND ATV FEDERATION

A by-law relating generally to the conduct of the affairs of the Prince Edward Island ATV Federation (the "Federation")

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Prince Edward Island ATV Federation – Bylaws
June 2, 2020

PRINCE EDWARD ISLAND ATV FEDERATION

BY-LAW NUMBER 1

BE IT ENACTED as a by-law of the Federation as follows:

Section 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Federation, unless the context otherwise requires:

- a. "federation" means an association of ATV Clubs accepted for membership in accordance with these bylaws.
- b. "board" means the board of directors of the Federation and "director" means a member of the board.
- c. "by-law" means this by-law and any other by-laws of the Federation as amended and which are, from time to time, in force and effect.
- d. "member" is an individual appointed by a club in good standing of the federation see article 2.01 "c" for club in good standing requirements.
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution.
- g. "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- h. "special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Federation may be signed by any two of its officers or directors. In addition, the

board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a

copy of any instrument, resolution, by-law, or other document of the Federation to be a true copy thereof.

1.04 Financial Year End

The financial year end of the Federation shall be determined by the board of directors.

1.05 Banking Arrangements

The banking business of the Federation shall be transacted at such bank, trust company or other firm or Federation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Federation and/or such other persons as the board of directors may by resolution from time to time designate, direct, or authorize.

1.06 Annual Financial Statements

The Federation may, instead of sending copies of the annual financial statements to the members, publish a notice to its members stating that the annual financial statements are available at the registered office of the Federation and any member may, on request, obtain a copy free of charge by electronic communication, at the registered office or by prepaid mail.

Section 2 – MEMBERSHIP

2.01 Membership

All legally incorporated non-profit ATV clubs whose head offices are located in the Province of Prince Edward Island are eligible to apply for membership to the Federation,

a. Membership Application:

An application for membership in the Federation:

- Shall be in such form as is prescribed by the Federation,
- Shall be signed by the President and the Secretary of the applicant club; and •

Shall be submitted to the head office of the Federation.

The applicant club shall become a member of the Federation upon acceptance of the application by a majority vote of the Board. Clubs so admitted to membership in the Federation, and in good standing with the Federation, are hereinafter referred to in these by-laws as “member clubs”.

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b. Membership Fees and contact information:

- To submit to the Federation a list of all current club members and contact information as determined by Federation policy.

- To pay all annual Federation membership fees, as set by the Board of Directors

c. Responsibilities of member clubs:

- To use the forms, documents, maps, signs, stickers, and crests required by the Federation and issue one decal per registered ATV,
- To comply with the policies and directives of the Federation as set by the Board from time to time,
- To use its best efforts to promote the goals and objectives of the Federation,
- To maintain club trails to the standard described in the Federation's Maintenance and Inspection Manual.

d. Regions:

- The Federation shall be consisted of regions. Regional boundaries may be amended by the Board from time to time. The regions for Prince Edward Island shall be: Prince County, Queens County and Kings County.

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, courier, electronic or other communication facility during a period of 14 to 21 days before the day on which the meeting is to be held,

A special resolution of the members is required to make any amendment to the by-laws of the Federation to change the manner of giving notice to members entitled to vote at a meeting of members.

Section 3 – MEMBERSHIP DUES, TERMINATION & DISCIPLINE

3.01 Membership Dues

The annual membership dues payable by members shall be determined by the board of directors. Members shall be notified annually in writing of the membership dues payable by them. If any dues are not paid by September 30th, of the current fiscal year, the member in default shall automatically cease to be a member of the Federation.

3.02 Termination of Membership

A membership in the Federation is terminated when:

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- a. Member club that is a Federation or a non-profit organization, the entity is dissolved.
- b. A member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws.
- c. The member resigns by delivering a written resignation to the board of directors of the Federation in which case such resignation shall be effective on the date specified in the resignation letter.

- d. The member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the by-laws.
- e. The member's term of membership expires; or
- f. The Federation is liquidated or dissolved under the Act.

Upon any termination of membership, the rights of the member, including any rights in the property of the Federation, automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Federation for any one or more of the following grounds:

- a. Violating any provision of the by-laws or written policies of the Federation.
- b. Carrying out any conduct which may be detrimental to the Federation as determined by the board in its sole discretion.
- c. For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Federation.

In the event that the board of directors determines that a member should be expelled or suspended from membership in the Federation, the president, or such other officer as may be designated by the board, shall provide twenty days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty-day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Federation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Section 4 – MEETING OF MEMBERS

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4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be the three (3) designated representatives from each Club in good standing, as well as the Federation's Directors, the public accountant of the Federation and such other persons who are entitled or required under any provision of the Act or the by-laws of the Federation to be present at the meeting. Any other person may be admitted on the invitation of the chair of the meeting or by resolution of the

members.

4.02 Chair of the Meeting

In the event that the president is absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 50% of the member clubs entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, shall have a second or casting vote.

The votes to be tallied for any question will be the sum of votes cast in person by the Designated Representatives of Club Members including the votes submitted by mailed-in ballots.

Unless otherwise required by the Act or the by-laws of the Federation, questions arising at any meeting of the members may be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the members.

Section 5 – DIRECTORS

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5.01 Appointment, Election and Term

Subject to the by-laws, each member club will present one (1) club member to sit as a director on the Federation Board, there will also be up to five (5) at large positions available for election to the federation Board by the membership. The directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. No director shall serve for more than six consecutive

years unless there is a vacancy.

5.02 Eligibility to be a Director

Any Director or Officer of the Federation shall be at least 19 years of age and shall be a Federation member in good standing. No employee of the Federation shall be eligible for election as a Director or an Officer.

5.03 Number of Directors

The number of directors of the Federation shall not be less than 3.

5.04 Proxy Members

The Federation shall send out a proxy form annually at least 60 days prior to the annual general meeting to each club in good standing, who will designate three (3) individuals to represent their club as members, and to declare which one of the three (3) members shall represent their club on the Federation Board of Directors until further notice by the club or the next annual general meeting. Clubs have the ability to update any of their representatives at any time during the year by providing the Federation with a new proxy duly signed by 2 executive members of their club.

5.05 Absence from Meetings

If a member club is absent from more than three (3) members meetings in succession is unable to provide the Board with a reasonable explanation, the club may be requested to resign from the Federation.

Section 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meeting

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 of this by-law to every director of the Federation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be

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necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

6.03 Regular Meetings

Notice of the time and place for the holding of a meeting of the board shall be given in the

manner provided in Section 9.01 of this by-law to every director of the Federation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.04 *Votes to Govern*

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 *Quorum*

A quorum at a meeting of the board of directors shall be a simple majority (50% + 1) of directors invited to attend the meeting.

6.06 *Committees*

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, grant it such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

Section 7 – OFFICERS

7.01 *Description of Officers*

Unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers, the officers of the Federation, if designated and if officers are elected, shall have the following duties and powers associated with their positions:

- a. **President** – The president shall be the chief executive officer of the Federation, shall have the general and active management of the affairs of the Federation and shall see that all orders and resolutions of the board of directors are carried into effect. The president shall preside at all meetings of the members and of the board of directors and shall

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perform such other duties as imposed from time to time upon the president by the board of directors.

- b. **Vice President** - The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board.
- c. **Secretary** – The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Federation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof

and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors and shall perform such other duties as may be prescribed by the board of directors or by the president, under whose supervision the secretary shall be. The secretary shall be custodian of the seal of the Corporation, which the secretary shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

Duties of the secretary may be directed to be carried out by staff as determined by the board of directors.

- d. **Treasurer** - The treasurer shall have the custody of the funds and securities of the Federation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Federation in the books belonging to the Federation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Federation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The treasurer shall disburse the funds of the Federation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Federation. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

Duties of the Treasurer may be directed to be carried out by staff as determined by the board of directors.

The powers and duties of all officers of the Federation shall be such as the terms of their engagement call for or the board or president requires of them. If the board of directors so determines, the offices of Secretary and Treasurer may be combined. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7-02 Vacancy in office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Federation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,

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- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Federation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.03 Executive Committee

The board may authorize the establishment of an Executive Committee to deal with matters requiring an urgent decision or to prepare materials for consideration by the directors at a future

board meeting.

Members of the Executive Committee will generally consist of the President, Vice President, Secretary and Treasurer, as designated by the board. There must be a minimum of three designated members participating to constitute a meeting of the Executive Committee. Other directors or members may be invited to contribute to the proceedings of the Executive Committee.

The term of each Executive Committee will terminate at the following Annual General Meeting. Decisions of the Executive Committee will be limited to those which could otherwise be the responsibility of the board and which can be ratified by the board at its next meeting.

Section 8 – INDEMNITIES TO DIRECTORS AND OTHERS

8.01 Indemnities by the Federation

Every director or officer of the Federation or other person who has undertaken or is about to undertake any liability on behalf of the Federation and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation, from and against:

- a. all costs, charges, and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office or in respect of such liability
- b. all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Section 9 – NOTICES

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9.01 Method of Giving Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than the notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Federation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Federation in

accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or

b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Federation to any notice or other document to be given by the Federation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Invalidity of Any Provisions of This Bylaw

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.

9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Federation 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.

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Section 10 – DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Federation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 10.02 of this by-law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Federation arising out of or related to the by-laws, or out of any aspect of the operations of the Federation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Federation as set out in the by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Federation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Federation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 11 – EFFECTIVE DATE

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11.01 Effective Date

CERTIFIED to be the By-Laws of the Federation, as enacted by the Members of the Federation by resolution on the 2nd of June 2020,

Dated as of the 2nd of June 2020

Jennifer Christina Gallant
President

