

OVL R By-Lawsⁱ

CORPORATE SEAL

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

MEMBERSHIP

1. The membership of OVL R shall consist of owners and operators of Land Rovers and persons sympathetic to the preservation of Land Rovers that agree to abide by the objectives of the corporation.
2. Membership shall consist of three categories:
 - a) Members residing within the Ottawa Valley shall be identified as full members and be accorded voting privileges and hold office on the Board of Directors. The boundaries of the Ottawa Valley, as defined by the Corporation shall be: the Ontario-Quebec border between Pointe Fortune, Quebec and the St-Lawrence River, along the St-Lawrence River to Brockville, Ontario from Brockville, Ontario to Barry's Bay, Ontario from Barry's Bay, Ontario in a straight line to Deep River Ontario, from Deep River, Ontario in a straight line to Pointe Fortune Quebec.
 - b) Members residing outside the boundaries of the Ottawa Valley shall be identified as associate members without voting privileges and may not hold office on The Board of Directors.
 - c) Members may be recognized as sustaining members by the Board of Directors for their outstanding contribution to the corporation's growth and development.
3. Membership in the corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission has received approval of the Board of Directors and who is in good standing.
4. There shall be membership fees or dues as directed by the Board of Directors except for sustaining members.
5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary-treasurer of the corporation.
6. Any member who fails to meet the objects of the corporation may be required to resign by a vote of two-thirds (2/3) of the full members at an annual or special meeting.
7. All members shall be given the option of including immediate family members as affiliates by including the name(s), of each family member to be included on the members application or re-newal and paying an annual premium for each family member. This premium is intended to cover the extra costs incurred by OVL R for the provision of accident and liability insurance. OVL R's Directors will set this premium annually.

VOTING

1. Every full member shall be entitled to receive notice and attend all annual, general or special meeting of the members of the corporation, to vote in person or by proxy on all questions, matters or subjects which must be submitted to the members, according to The Act and the present by-laws. Associate members shall be entitled to receive notice of meetings of members, but shall not be entitled to vote.
2. At all meetings of the members of the corporation, the outcome of any motion put before the members shall be determined by a majority of votes unless otherwise specifically provided by statute of these by-laws. Voting for the Directors shall be by written ballot received by tabulation day. Members attending the election in person will also vote by written ballot prior to the tabulation of mailed-in ballots.

HEAD OFFICE

1. Until changed in accordance with the Act of Incorporation, the Head Office of the Corporation shall be in the City of Ottawa in the Province of Ontario.

BOARD OF DIRECTORS

1. The property and business of the Corporation shall be managed by the Officers of the Corporation consisting of four (4) Directors elected by the Members (President, Events Co-ordinator, Off-Road/Field Co-ordinator and Executive Member-at-Large), the Past President and by the Secretary-treasurer (appointed by the Directors) Four (4) of the Corporations six (6) Officers shall constitute a quorum. Officers must be members, 18 years of age, with power under law to make contracts. Directors shall be members in good standing. The Board of Directors shall consist of four elected directors, the Past President and the Secretary-treasurer.
2. The applicants for incorporation shall become the first directors of the corporation whose term of office on the Board of Directors shall continue until their successors are elected. At the second meeting of members, the Board of Directors then elected shall replace the provisional directors named in the Letters Patent of association.
3. The members shall elect directors for a one year term at the annual meeting of members.
4. The office of director shall be automatically vacated:
 - a) if a director has resigned his office by delivering a written resignation to the secretary-treasurer of the corporation;
 - b) if he is found by a judge of Her Majesty's court to be of unsound mind;
 - c) if he becomes bankrupt or suspends payment of compounds with his creditors;
 - d) if at a special general meeting of full members, a resolution is passed by 2/3 of the full members present at the meeting that he be removed from office;
 - e) on death; provided that if any vacancy shall occur for any reason in this paragraph contained, the Officers by majority vote, may, make appointments to fill vacancies to complete the un-expired terms of office.
5. Should any director fail to complete the full term of the office, or should any position remain unfilled following an election, the remaining directors may appoint a member in

good standing to complete that term. However, if three members in good standing request in writing within 90 days of that appointment that a by-election be held to fill that vacated position, the Board of Directors will call an election in accordance with section three (3). If the remaining term of office is less than 90 days, the appointment will stand.

6. Meetings of the Board of Directors may be held at any time and place within the boundaries of the Ottawa Valley as described in section two a) (2a) to be determined by the directors provided that 48 hours notice of such meeting shall be given, to each director. Such meetings shall be announced and members in good standing may attend. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

- a) For emergency issues, meetings of the Board of Directors may be held at anytime and place provided that a notice shall be given to each director. Such meetings may not be announced and members in good standing may not attend. Decisions taken and rendered at such meetings must be presented to the members after the meeting or at the next regular meeting of the Board of Directors.
- b) If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- c) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is a valid as if it had been passed at a meeting of directors or committee of directors.

7. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties subject to prior approval by the board of directors. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

8. The Board of Directors may appoint such agents as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

9. The Board of Directors shall publish a newsletter at least once a month funded by the annual dues.

INDEMNITIES TO DIRECTORS AND OTHERS

1. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

- 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 of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any 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 wilful neglect or default.

POWERS OF DIRECTORS

1. 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 of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise at such other powers and do all such other acts and things as the corporation is by its charter of otherwise authorized to exercise and do.

2. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation such power. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe. The board of directors may, for a member who has contravened the objects or the bylaws of the corporation, take any appropriate decision or sanction.

3. The Board of Directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

4. The board of directors shall be empowered to raise, receive and hold funds to be used in the furtherment of stated objectives.

OFFICERS

1. The officers of the corporation shall be a President, Past President, Secretary-Treasurer, Events Co-ordinator, Off-road/Field Co-ordinator, and Executive Member-at-Large and any such other officers as the Board of Directors may by by-law determine. The same person may hold any two offices.

2. The President, Events Co-ordinator, Off-road/Field Co-ordinator, and Executive Member-at-Large shall be elected at the annual meeting. The Secretary-Treasurer shall be appointed by the Elected Directors for a term concurrent with the Elected Directors tenure, subject to ratification by the membership at the Annual General Meeting. The Past-President shall be the last serving President completing a full term of office.

3. The elected officers of the corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Non- elected officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF VOTING OFFICERS

1. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the Board of Directors. He shall have the general and active management and final decision among the Board of Directors for the affairs of the corporation. He shall supervise the corporation's activities; finances, administration and he shall promote its image. He shall also be responsible for liaison with other corporations, associations, clubs, or persons for the running business of the corporation. He shall see that all orders and resolutions of the Board of Directors and of members are carried into effect.

2. The Past-President will guide, give advice, and assist the President as he undertakes his duties.

3. The Events Co-ordinator shall deal with Events proper, not including the off-road portions. The Events Co-ordinator is responsible for the overall co-ordination and running of large "family" oriented events such as the Maple Syrup Rally, the Birthday Party and the Christmas Party. In the case of the absence or disability of the President, he shall 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 of Directors or the President and be responsible for committees.

4. The Off-road/Field Co-ordinator shall take responsibility for all greenlaning, off-road events, and RTV Trials that the club will undertake. This will include everything from short afternoon events, to the off-road components of the larger "family oriented" events.

5. The Executive Member-at-Large shall be responsible for those duties assigned to him by the Board of Directors and to assist the President, Events Co-ordinator, and Off-road/Field Co-ordinator in their duties.

6. The Secretary-Treasurer shall

a) have custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities 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 corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors or the president including purchase or sale of the corporation's property.

b) may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his affairs of the corporation 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. He shall keep a record of a list of members. He 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 president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he 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.

5. 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 or the President requires of them.

DUTIES OF NON-VOTING OFFICERS

The following positions are nominated by the Board of Directors, subject to the approval of the membership at the Annual General Meeting.

1. The Merchandising Co-ordinator shall be responsible for the co-ordination of all club "goods" and will ensure that appropriate supplies are on hand for events. He is also responsible for encouraging the continuing development of new items in response to membership demand. He shall be responsible for ensuring that goods are distributed, keep track of inventories, reporting to the Board of Directors on a monthly basis.
2. The Club Equipment Officer shall be responsible for maintaining an inventory of club tools and equipment including where it resides, overseeing and loans of equipment and having overall responsibility for the Club Trailer.
3. The Returning Officer shall be responsible for handling nominations, voting, counting of ballots for any election that the Club will hold.
4. The Auditor shall be appointed by the membership at the Annual General Meeting to examine the Club books, ensure their good order and report his findings to the membership on an annual basis.
5. The Editor shall be appointed by the membership at the Annual General Meeting and shall be responsible for the production of a monthly newsletter for the membership.
6. The Membership Secretary shall be appointed by the membership at the Annual General Meeting and shall be responsible for maintaining an up-to-date membership database. He would provide up-to-date copies of the phone list to the Board of Directors at each Executive meeting. He will also supply either pre-printed addressed envelopes for the newsletter or would supply the necessary mailing labels on a monthly basis.

EXECUTION OF DOCUMENTS

1. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

MEETINGS

1. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place within the geographical boundaries of the Ottawa Valley as described in section 3 as the Board of Directors may determine and on such day as the said directors shall appoint.
2. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board

of Directors or the President or Events Co-ordinator shall have power to call, at any time, a general meeting of the members of the corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 25% of the voting rights. Eight members present in person at a meeting will constitute a quorum.

3. Ninety (90) days' written notice shall be given to each member of any annual general meeting of members and fourteen (14) day's written notice shall be given to each member of any special general meeting of members. The notice of the Annual General Meeting must include a ballot for the election of the directors (President, Events Co-ordinator, Off-Road\Field Co-ordinator and Executive Member-at-Large). Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the full member that he has the right to vote by proxy.

a) Each full member present at the meeting shall have the right to exercise one vote. A full member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a full member of the corporation.

b) A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

4. 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 purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

MINUTES OF BOARD OF DIRECTORS

The minutes of the board of directors shall be available to the general membership of the corporation and to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year-end of the corporation shall be the 31st of December of each year.

COMMITTEES

The board of directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees.

AMENDMENT OF BY-LAWS

The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the full members at a meeting duly called for the purpose of considering the said by-law.

AUDITORS

The members shall, at each annual meeting, appoint an auditor the accounts of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor.

BOOKS AND RECORDS

The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ⁱ *This Document consists of eight (8) pages*