

RALLYSPORT ONTARIO INC.

Bylaw No. 1

A bylaw relating generally to the conduct of the affairs of the corporation.

1. PURPOSE OF THE CORPORATION

- 1.1. The Corporation shall exist as a Not-For-Profit Corporation under the laws of the Province of Ontario in order to:
 - 1.1.1. foster, encourage, coordinate and promote rallysport in the Province of Ontario;
 - 1.1.2. to promote amongst its members and other interested individuals and organizations an interest in rallysport and fellowship;
 - 1.1.3. promote and win public support for rallysport;
 - 1.1.4. encourage safe, considerate driving;
 - 1.1.5. encourage development of motorsport through cooperation with other motorsport organizations.
- 1.2. Rallysport shall include such events as: navigational road rallies, performance rallies, rallysprints, hillclimbs, and other such events as may be deemed advisable.

2. MEMBERSHIP & DISCIPLINE

- 2.1. Membership shall consist of affiliated organized clubs, persons who are members of those affiliated clubs, and other organizations interested in furthering the objects of the Corporation who have paid the appropriate fees and levies.
 - 2.2. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation or by failure to pay any membership fees or dues as determined by the Corporation's Board of Directors.
 - 2.3. The Board of Directors shall have the right to order the suspension, or the revocation of membership for due cause, of any member whom they consider to have acted in any way detrimental to the Corporation. They shall also have the right to request the suspension from office of any Director whom they consider to have acted in any way detrimental to the interests of the Corporation by calling a special meeting of the members.
 - 2.3.1. Such member may exercise the right, within thirty days, to present his/her cause with representation before the Board of Directors to give cause why he/she should not be further expelled.
 - 2.3.2. Such Director may exercise the right, to present his/her cause with representation before the special meeting of the members to give cause why he/she should not be retired from office.
3. HEAD OFFICE - The head office of the corporation shall be in the Province of Ontario at a location determined by the Board of Directors from time to time in accordance with the Corporations Act.

4. BOARD OF DIRECTORS

- 4.1. The property and business of the Corporation shall be managed by a Board of five six Directors of whom three four shall constitute a quorum. Directors must be members, individuals, at least 18 years of age.
- 4.2. Directors shall be elected for a term of two years by the members of the Annual General Meeting of the Membership, with the exception of the Region Rally Director who will be elected by the RSO Clubs only *at a CARS AGM*
- 4.2.1. ~~The election for Region Rally Director will take place *at the CARS AGM normally in odd numbered years. The nomination and election process is governed by CARS Bylaws. Candidates for the Regional Rally Director can self nominate or be nominated by others by the deadlines established by CARS.* via a write in (email) vote no later than November 30th of even numbered years. The Director elected by the Clubs shall be the Official nominee of RSO to be presented to the CARS AGM in the January following election and supported by RSO Clubs for election.~~
- 4.2.2. ~~Candidates for Region Rally Director can self nominate or be nominated. All nominations must be submitted by November 1st of even numbered years.~~
- 4.2.3. ~~The Scrutineering committee for 4.3 shall consist of the Secretary and Treasurer of RSO~~
- 4.2.2 No person can carry more than one vote. ~~The person carrying the vote shall be either the club President or official club representative.~~ *Being a member of multiple RSO Clubs does not entitle an individual to vote more than once on a motion. An individual RSO member can carry duly assigned and verified proxies.*
- 4.2.3 Beginning in 1994, three of the Directors shall be elected to a one year term and two of the Directors shall be elected to a two year term. Subsequently, three directors shall be elected in odd-numbered years, three in even numbered years. Each Director's term in office shall be no more than two years unless reelected.
- 4.3. The office of a Director shall be automatically vacated:
 - 4.3.1. if he/she resigns the office by delivering a written letter of resignation to the other Directors;
 - 4.3.2. if he/she is found by a Court to be of unsound mind;
 - 4.3.3. if he/she becomes bankrupt or suspends payment of his/her debts generally or compounds with his/her creditors;
 - 4.3.4. if at a special or Annual General Meeting of the Members, a resolution is passed by two thirds of the members present at the meeting that he/she be removed from office;
 - 4.3.5. on death;provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by a majority vote may, by appointment, fill the vacancy on an interim basis, with a member of the Corporation, until the next available General Meeting of the Corporation, at which time the position shall be filled by a vote of the members. The term for this Director shall be as it was for the vacating Director.

- 4.4. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that not less than 48 hours notice of such meeting shall be given to each Director. There shall be at least one meeting per year of the Board of Directors. No error or omission in giving notice of any 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 proceedings taken or had thereat. Each Director is authorized to exercise one vote.
 - 4.5. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing contained herein shall be construed to preclude any Director from serving the Corporation as an Officer of the Corporation or in any other capacity and receiving compensation therefor.
 - 4.6. The Board of Directors may appoint such additional Officers or agents and engage such employees 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.
 - 4.7. A reasonable remuneration for all Officers, agents, employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such Officers, agents, employees and committee members shall cease to be payable from the date of such meeting of members.
5. INDEMNITIES TO DIRECTORS AND OTHERS
- 5.1. Every Director 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:
 - 5.1.1. all costs, charges and expenses which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
 - 5.1.2. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
6. POWERS OF DIRECTORS

- 6.1. 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 all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 6.2. 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 the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust agreement with a chartered financial institution 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.
- 6.3. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gift, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
7. MINUTES OF BOARD OF DIRECTORS
 - 7.1. The Minutes of the Board of Directors shall be made available at the head office and provided to Directors.
8. OFFICERS
 - 8.1. The Officers of the Corporation shall be the President, two Vice Presidents, a Region Rally Director, a Secretary and a Treasurer and any such other Officers as the Board of Directors may by by-law determine.
 - 8.2. All Officers of the Corporation shall be elected at an Annual Meeting of the Members, with the exception of the Region Rally Director who will be elected as outlined under [4.2.1](#)
 - 8.3. The Officers of the Corporation shall hold office for 2 years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time. In 1994 the Offices of President, one Vice President and the Treasurer shall be elected to a one year-term and the Offices of one Vice President and the Secretary shall be elected to a two-year term. Subsequently, the President, one Vice President and the Treasurer shall be elected in odd-numbered years; one Vice President, the Region Rally Director, and the Secretary even-numbered years. Each Officer's term in office shall be no more than two years unless re-elected at the appropriate General Meeting of the Corporation.
9. DUTIES OF OFFICERS
 - 9.1. The President shall be the Chief Executive Officer of the Corporation. He/she shall preside at all meetings of the Corporation and of the Board of Directors. He/she shall have the general and active management of the affairs of the

Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.

- 9.2. The Vice Presidents shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, either jointly or individually by mutual agreement. They shall administer or cause to be administered all rallysport events organized by the Corporation in the Province of Ontario. They shall oversee or cause to be overseen all rallysport activities sanctioned by the Corporation.
- 9.3. The Secretary may be empowered by the Board of Directors, upon resolution of the Board, to carry on the 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 at the head office for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform other such duties as may be prescribed by the Board of Directors or President under whose supervision he/she shall be.
- 9.4. The Treasurer shall have the 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 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. He/she shall disburse the funds of the Corporation 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/she shall also perform such other duties as may from time to time be directed by the Board of Directors.
- 9.5. The Region Rally Director shall represent RallySport Ontario on the Canadian Association of Rally Sport board. He/she will participate in CARS meetings, including, but not limited to, conference calls and the CARS Annual General Meeting; and will participate in RSO meetings, including, but not limited to, conference calls and the RSO Annual General Meeting. He/she will report to the RSO Board all such CARS business that he/she is permitted.

10. EXECUTION OF DOCUMENTS

- 10.1. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two Directors 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 by any Officer or Officers appointed by resolution of the Board of Directors.

11. MEETINGS

- 11.1. The Annual or any other General Meeting of the members shall be held at the head office of the Corporation or at any other place in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.
- 11.2. 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 reviewers shall be presented and reviewers appointed for the ensuing year.
- 11.3. The members may consider and transact any business either special or general at any meeting of the members.
- 11.4. Any member of the Board of Directors shall have the power to call, at any time, a special meeting of the members of the Corporation. The Board of Directors shall convene, within 60 days of being asked to do so, a special general meeting of members on the written requisition of members carrying not less than 10% of the voting right.
- 11.5. Thirty days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must inform the member that he/she has the right to vote by proxy. Proxies will be accepted by any means by which the motion could have been posted. This notice may be given by regular mail, e-mail notification to member clubs and/or posting to the corporation's official web site. (Revised March 2006)
- 11.6. Each member in good standing, present at a meeting, shall have the right to exercise one vote. A member in good standing may, by means of a written or electronically submitted proxy, (in a manner approved by RallySport Ontario) 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 member in good standing of the Corporation.
- 11.7. 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 on that thereat. For the purpose of sending notice to any member or Director, for any meeting or otherwise, the address of the member or Director shall be his/her last address recorded on the books of the Corporation.

12. QUORUM

- 12.1. A majority of member clubs, each officially represented by a member carrying his/her club's proxy, at any Annual or other General Meeting or Meeting of RSO

shall constitute a quorum. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. A general motion will be carried by a simple majority of the votes cast. (Revised March 2009)

13. VOTING OF MEMBERS

13.1. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these bylaws.

14. FEES, DUES, LEVIES

14.1. The Board of Directors shall be empowered to set such membership fees, dues, and/or levies as are required, from time to time. The Board shall make every effort to set and publish any changes to the membership fees, dues and/or levies in sufficient time for the preparation of the next calendar year of the Corporation and members.

15. FINANCIAL YEAR

15.1. Unless otherwise ordered by the Board of Directors the fiscal year-end of the Corporation shall be December 31.

16. AMENDMENT OF BYLAWS

16.1. The bylaws of the Corporation not embodied in the letters patent may be repealed, added to or amended by resolution or 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 of the members present or represented by proxy at a meeting duly called for the purpose of considering the said resolution or by-law. Said meeting of the members may be the Annual or any other general meeting of the members. The proposed changes shall be provided to the members with their notice of meeting.

17. REVIEWERS

17.1. The members shall, at each annual meeting, appoint a reviewer to review the accounts of the Corporation for reporting to the members at the next annual meeting. The reviewer shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of reviewer. The remuneration of the reviewer shall be fixed by the Board of Directors.

18. BOOKS AND RECORDS

18.1. 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.

19. RULES AND REGULATIONS

19.1. 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 members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at that time cease to have any force or effect. "Robert's Rules of Order - Revised" shall govern proceedings of the Corporation and its Board of Directors.

20. CORPORATION SEAL

20.1. The Seal of the Corporation shall be as affixed hereon.

21. NOTICES

21.1. Any notice required to be given to any member or director shall be delivered personally or sent by prepaid mail, facsimile transmission or any other electronic means to the member or director at his latest address as shown on the Corporation's records, or if no address is given in the records then to the last address known to the secretary.

21.2. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. This written consent may be delivered by prepaid mail, facsimile transmission or any other electronic means.

21.3. Where a given number of days notice or notice extending over a period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.

ENACTED this 10th day of September 1994

WITNESS the seal of the Corporation.

President

Secretary

Revised April, 2006

Revised March, 2009

Revised March, 2013

Revised March, 2016

Revised March, 2024

RALLYSPORT ONTARIO INC.

Bylaw No. 2

A bylaw respecting the borrowing of money by the corporation. Be it enacted as a bylaw of Rallysport Ontario Inc.

1. Where it becomes necessary for the Corporation to borrow or obtain other financial assistance on the credit of the Corporation from time to time from such chartered bank or trust company as may be chosen:

2. the Directors are authorized to borrow or obtain other financial assistance upon the credit of the Corporation in such amounts as they deem proper, by way of overdraft or otherwise;

3. that any promissory notes, bills of exchange or other negotiable paper signed on behalf of the Corporation by the authorized Directors, Officers or agents of the Corporation and granted to or accepted by the financial institution for monies borrowed and interest thereon as may be agreed upon by the said financial institution shall be binding upon the Corporation;

4. that the directors the Corporation may from time to time grant securities by way of mortgage, hypothecation, pledge or otherwise covering all or any properties and assets of the Corporation present and future as security for all and any monies borrowed by the Corporation from a financial institution; and any such mortgage, hypothecation, pledge or other security shall be valid and binding upon the Corporation if signed by any of the Directors, Officers or agents authorized to sign negotiable instruments on the Corporation's behalf.

ENACTED this __10th__ day of September 1994

WITNESS the seal of the Corporation.

President

Secretary

RALLYSPORT ONTARIO INC.

Bylaw No. 3

Dissolution: In the event that RallySport Ontario ceases to operate, its assets will be turned over to a Board of Trustees [BOT] under the following terms:

The BOT shall be comprised of:

- three members each serving a three year term
- elected each year at AGM with one Trustee being replaced each year
- a Trustee may serve no more than 2 consecutive terms
- no more than one member of BOT can be an elected RSO Board member
- should the BOT be required to exercise its mandate, the composition of the Board shall be fixed
- If any member is unable to complete their term, the Board of Directors of RSO may appoint someone to complete the year and then there shall be an election for the rest of the term at the next AGM
- The members of the BOT are to receive no remuneration with the exception of any expenses they may incur while carrying out duties as Trustees

Added March 21, 2009