

## Annex B

### BY-LAWS OF THE MAPLE LEAF RALLY CLUB

By-laws related generally to the transaction of the business and affairs of the Maple Leaf Rally Club ~~Limited~~.

BE IT ENACTED as by-laws of the Maple Leaf Rally Club ~~Limited~~ (hereinafter referred to as the "Corporation") as follows:

#### 1 NAME

The name of the Corporation shall be the MAPLE LEAF RALLY CLUB ~~LIMITED~~.

#### 2 PURPOSE

The purpose of the Corporation is as follows:

- 2.1 To conduct a rally club and to promote among its members and other interested individuals and organizations an interest in motoring, motor sport, and fellowship;
- 2.2 To promote and win public support for car rallying in order to encourage the development and improvement of standards of motoring and motor car production and to provide interesting, informative, and exciting entertainment for the members and the public;
- 2.3 To encourage a closer contact among the motoring public in order to unite them in a common group to better their interests;
- 2.4 To encourage safe, considerate driving and to support all efforts to make speed compatible with safety; and
- 2.5 To encourage development of motor sports through co-operation with other motor sport clubs.

#### 3 HEAD OFFICE

The Head Office of the Corporation shall be located in the Municipality of Metropolitan Toronto, in the Province of Ontario and at such a place therein as the directors may from time to time determine.

4 SEAL

The corporate seal shall be in the form as affixed hereon.

5 BOARD OF DIRECTORS (as amended in 1973, 1982, and 1987)

The affairs of the Corporation shall be managed by a board of 5 directors, each of whom at the time of his election and throughout his term of office shall be a member of the Corporation. The 5 positions, President, Vice-President, Secretary, Treasurer, Director-at-Large, will be elected individually in order of President, Vice-President, Secretary, Treasurer, Director-at-Large. Nominations will be opened prior to the election of each subsequent position (i.e. a defeated candidate may be nominated for subsequent positions). Each director shall serve for a term of one year, but shall be eligible for re-election if otherwise qualified. The election will be conducted by ballot. The members of the Corporation may, by resolution passed at least 2/3 of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director or officer before the expiration of his term of office, and may by majority of votes cast at that meeting, elect any qualified member of the Corporation in his stead for the remainder of his term. The directors shall receive no remuneration for acting as such.

6 VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled from among the qualified members of the Corporation, if the directors shall see fit to do so; otherwise such a vacancy shall be filled at the next special general meeting of the members at which the directors for the ensuing term are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies.

7 QUORUM AND MEETINGS, BOARD OF DIRECTORS (amended in 2001)

A majority of the directors shall form a quorum for the transaction of business. 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 or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed or FAX'ed or emailed to each director not less than three days before the meeting is to take place or shall be mailed to each director not less than four days before the meeting is to take place. The statement of the Secretary 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 may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A directors' meeting may also be held, without notice, immediately following any special general meeting. The directors may consider or transact any business either special or general at any meeting of the Board. If any director should miss more than three consecutive directors' meetings, without reasons acceptable to the remainder of the Board of Directors, the Board of Directors may institute proceedings to obtain his removal from office.

## 8 ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving notice shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such notice and may ratify and approve of any or all proceedings taken or had thereat.

## 9 VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the motion shall be denied. All votes at any such meeting 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 of the chairman that a resolution shall be carried and an entry to that effect in the minutes shall be prima-facie evidence 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 his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

## 10 POWERS

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 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/or property, moveable or immovable, real or

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

11 OFFICERS OF CORPORATION (as amended in 1973, 1982 and 1987)

There shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may determine by By-Law from time to time. No person may hold more than one office at one time. The positions of President, Vice-President, Secretary, Treasurer, shall be determined by an election by poll at the Annual General Meeting, and they shall hold office until their successors take office. The other officers of the Corporation need not be members of the board of directors and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

12 DUTIES OF PRESIDENT AND VICE-PRESIDENT (as amended in 1987)

The President, shall when present, preside at all meetings of the members of the Corporation, but he may delegate the chairmanship of any meeting. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws. The President with the membership chairman shall sign all membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or such other director as the Board may from time to time appoint for the purpose, exercising any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President, in addition to the duties listed above, shall be responsible for the program at the general club meetings and shall be the liaison with companies seeking contract rallies.

13 DUTIES OF SECRETARY

The Secretary shall be clerk of the Board of Directors. He shall attend meetings of the Board of Directors, and be responsible for recording all facts and minutes of all proceedings in the books kept for that purpose. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up 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.

14 DUTIES OF TREASURER (amended in 2001)

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors. The Treasurer shall sign all cheques on behalf of the Corporation, together with the President, or together with one other ~~director~~-officer as designated by the Board of Directors.

15 POWER OF ATTORNEY

The appointment of a power of attorney as required annually under the Corporation Information Act, Ontario, is to be filed designating the Secretary as the attorney and representative of the Corporation in Ontario.

16 DUTIES OF OTHER OFFICERS

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.

17 DELEGATION OF COMMITTEES (amended in 2001)

The Board of Directors of the Corporation may appoint Chairman of Committees to assist in carrying on the objects of the Corporation, to carry out the directions of the Board of Directors, and to meet with and advise the Board of Directors in the administration of the Corporation. Without restricting the generality of the preceding, the directors may appoint Chairmen for the following Committees:

- (a) Membership Committee;
- (b) Publicity Committee;
- (c) Programme Committee;
- (d) Rally Committee;
- (e) CASC Representatives Committee;
- (f) Nominations Committee;

This committee shall consist of a minimum of three members appointed by the Board of Directors a minimum of sixty days prior to the holding of elections. This committee shall consist of a past

President or person with Board experience and at least one non-executive member shall be part of this committee.

The committee will have a minimum of one reporting to the Club membership at a general meeting or by written notice prior to the holding of the Annual General Meeting.

The mandate of this committee is to present to the membership for election a slate of candidates for all elected positions.

- (g) Magazine Committee;
- ~~(gh)~~ CARS Representatives Committee ~~Magazine Committee;~~
- (ih) Such other Committees as the Board of Directors may, from time to time, appoint.

The individual chairmen are to be responsible to the Board of Directors in respect to their own committees. The Board of Directors of the Corporation may, from time to time, and as deemed by them expedient, appoint additional Chairmen of Committees, withdraw appointments, vary appointments, and enlarge or reduce the Executive Board by additional appointments or the withdrawing of appointments, to provide for the proper and efficient carrying out of the objects of the Corporation.

## 18 EXECUTIVE BOARD

The Board of Directors and the Chairman of Committees will constitute the Executive Board of the Corporation, to meet regularly and transact the business of the Corporation, subject to the approval and veto of the Board of Directors.

## 19 DISCIPLINE OF ELECTED OR APPOINTED OFFICERS

Without limiting the generality thereof, discipline under By-Law no. 24 shall be applied to any elected or appointed officer or director of the Corporation who accepts nomination for and stands for election to or accepts appointment to office as an officer or director of any other motor sport club or motor sport corporation and who does not, prior to the date of the election to be held by such other club or corporation, resign his elected or appointed office or directorship in the Corporation. Provided that relief from the requirements of the above may be granted by the directors on receipt of a request in writing for permission to accept office or appointment in another motor sport club or motor sport corporation if, in the opinion of the Board of Directors signified by their vote of approval, it will be in the best interest of the Corporation so to approve and permit.

## 20 EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the President and the Secretary. The Secretary shall affix the seal of the Corporation to such instructions 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, Secretary, Treasurer or by any person authorized by the Board of Directors.

The President, the Secretary or any person or persons from time to time designated by the Board of Directors may transfer any and all shares of stock, bonds to other securities from time to time standing in the name of the Corporation in its individual name or any other capacity or as trustee or otherwise and may accept in the name of and on behalf of the Corporation transfers or shares of stock, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances 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 any attorney or attorneys to make or accept transfers of shares of stock, bonds to 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.

## 21 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.

## 22 MEMBERSHIP

The membership shall consist of the applicants for the incorporation of the Corporation and of such other individuals as are admitted from time to time as members by the Board of Directors. Members may resign by resignation in writing which shall be effective upon receipt thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members subject to the provisions under classification of members. Each applicant shall be promptly informed by the President, or by such officer as may from time to time appointed

by the Board of Directors for the purpose of his admission or rejection as a member.

23 MEMBERSHIP FEES (as amended)

The annual membership fees applicable for new members, renewal members, and family memberships shall be determined from time to time by the Board of Directors. At the annual general meeting, the directors will announce the fees applicable for the following year.

Members who have not paid their membership fees, within thirty-one days of the beginning of the calendar year, will be considered to have allowed their membership to lapse, and will have to re-apply for membership at the applicable fee for a new member.

A new or renewal membership shall not be considered to be in force until the member's cheque has cleared the bank.

24 SUSPENSION AND EXPULSION (as amended in 1973)

The Board of Directors shall have the right to order the suspension 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 officer or director whom they consider to have acted in any way detrimental to the interests of the Corporation. Such member, officer or director may exercise the right within 30 days, to present his case, with representation, before the Board of Directors to give cause why he should not be further expelled or retired from office as the case may be. A member, officer, or director suspended under the provisions of the above may, by giving of a written notice stating his desire to the Board of Directors, cause a special meeting to be called within a month of the date of such notice, to consider in open meeting, his suspension. Re-instatement shall require the approving vote of a simple majority of the members present at such meeting. If the so suspended member does not exercise his right for a hearing before the Board of Directors within the allotted time, he will have thereby declared his intention to accept the decision of the Board of Directors.

25 GENERAL BUSINESS MEETINGS

The club will conduct a general business meeting for all members on the Tuesday following the third Monday of each month or at such other time as may be determined by the Board of Directors at which time the Board of Directors will report to the members on business transacted on behalf of the Corporation.

26 ANNUAL AND SPECIAL GENERAL MEETING OF THE MEMBERS  
(amended in 1987 and 2001)

The annual or any special 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 and on such day as the said directors shall appoint. 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 the auditors shall be appointed for the ensuing year and their remuneration, if any, fixed. The members may consider and transact any business either special or general without any notice thereof at any annual meeting of the members. The Board of Directors or the President or the Vice-President shall have power to call at any time a special general meeting of the members of the Corporation.

No public notice nor advertisement of members' meetings, annual or general, shall be required but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post or other electronic text-based communication method such as FAX or email or telegraph, thirty days before the time fixed for the holding of such meeting, provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are present thereat, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

Voting proxies that were delivered to the members as part of such notice of meeting shall be considered valid for a 90 day period after receipt of the proxy. Proxies may be returned by mail, FAX or electronic mail or any other delivery mechanism which is from time to time deemed appropriate by the Board.

Provided that any resolution presented at any special general or annual general meeting for the purpose of amending the By-Laws or adding to or taking away from the By-Laws or for altering the number of directors or the composition of the Board of Directors, shall require the approving vote of two-thirds of the qualified members present to become effective.

- Provided that, not later than ~~twenty days after the end of each fiscal year of the Corporation~~ December thirty-first of each year, a special general meeting will be held at which the election of the director or directors for the year to be commenced will be held in accordance with By-Law #5.

27 ERRORS OR OMISSIONS IN NOTICE

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 the member, director or officer shall be his last address recorded on the books of the Corporation.

28 QUORUM OF MEMBERS (as amended in 2001)

A quorum for the transaction of business at any meeting of the Corporation shall be not less than ~~one-quarter~~ one fifth of the membership duly qualified to vote at such meeting.

29 VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of the members be entitled to one vote.

At all meetings of members every question shall be decided by a majority of the votes of the members present 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 a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution or abstentions. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present and such poll shall be taken in such a manner as the Chairman shall direct and the result of such poll shall be deemed to be the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon show of hands or at poll, the Chairman shall be entitled to a casting vote, in addition to his original vote.

30 FINANCIAL YEAR (as amended in 2001)

Unless otherwise resolved by the Board of Directors, the fiscal year of the Corporation shall terminate on the ~~thirtieth day of November~~ twenty-eighth day of February in each year.

31 CHEQUES, ETC.

All cheques, bill of exchange, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or 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 any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents 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 for settlement of balance and release of verification slips.

32 DEPOSIT OF SECURITIES FOR SAFEKEEPING

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 written order of the Corporation signed by such officer or 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 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 withdrawn from deposit of the proceeds thereof.

33 NOTICE

Whenever under the provisions of the By-Laws of the Corporation, notice is required to be given, such notice may be given either personally or by depositing same in a post office or public letter box, by prepaid mail, addressed to the director, officer or member at his address as it appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, except during a mail strike.

34 BORROWING

The Directors may from time to time

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (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 obligations or liability of the Corporation.

From time to time, the directors may authorize any 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 as 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 directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

35 AFFILIATION (as amended in 2001)

The Corporation shall be affiliated with the ~~Canadian Automobile Sport Clubs~~ Canadian Automobile Sport Clubs – Ontario Region and the Canadian Association of Rally Sport and shall adhere to the rules and regulations effective under such affiliation as they apply to the Corporation and its members.

36 INTERPRETATION

In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words imparting 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 reference to persons shall include firms and corporations.

37 DUES

There shall be no dues or levies payable by members except such, if any, as shall from time to time be fixed by a vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or special general meeting.

The Treasurer or such officer as may from time to time be appointed by the directors for the purpose, shall notify the members of the dues or fees at any payable by them and, if any are not paid within thirty days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Corporation, but any members to which this By-Law shall become applicable

may, within a period of thirty days following their cessation to be members, upon payment of all unpaid dues or fees be re-instated by a vote of the Board of Directors.

PASSED BY THE BOARD OF DIRECTORS and sealed with the corporate seal  
this twenty-fifth day of July, 1968

G. Brown -- President

F. Baker -- Secretary

AS AMENDED in 1973, 1982~~and~~, 1987 AND 2001