

EASTERN ONTARIO PLEASURE DRIVING SOCIETY

INCORPORATED 1977

BY- LAWS

EASTERN ONTARIO PLEASURE DRIVING SOCIETY

Founded: March 1, 1975

Incorporated: November 15, 1977 (Ontario Corporation N9o. 369414)

Chapter of: Carriage Association of America

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EASTERN ONTARIO PLEASURE DRIVING SOCIETY INCORPORATED

Formed under the regulations of the Province of Ontario Corporation Act

ARTICLE I

The name of the organization in accordance with the issuance of approved Letters Patent on 15th November 1977 under the provisions of the Corporation Act and with Ontario Corporation Number 369414 shall be **EASTERN ONTARIO PLEASURE DRIVING SOCIETY.**

ARTICLE II *Amended 3 February 2007

The objective of the Society is to have all persons having interest in vintage vehicles and other animal drawn vehicles and in driving for pleasure, to promote; to associate; to discuss and develop ideas that will result in exhibition of vintage vehicles and pleasure driving and to arrange meetings of all persons interested in using the harnessed animal or animal teams; all as a non-profit pursuit for the pleasure of animal and vehicle owners and those of the public, who may be interested, although they are non-owner of either animals or vehicles.

This objective may be realized by:

1. Encouraging the use of vintage vehicles and other animal drawn vehicles for the promotion of public interest in their contribution to our culture, social and economic history;
2. In part, sponsoring classes at selected shows; donation of cash prizes and trophies; providing equipment to be used in the course set-ups; providing data on the general know-how. It may involve advertising with or without costs and generally in providing help and assistance in any and all legitimate forms and means, the extent of which would be restricted by the Membership through the Executive of the Society;
3. Providing recreational opportunities for all persons having an interest in vintage vehicles and other animal drawn vehicles and in driving for pleasure;
4. Co-operating with other organizations whether incorporated or not, which have objects similar in whole or in part to the objects of the Corporation;
5. Providing for shows, judging and competitions. The society will not restrict or assist persons engaging in competition. It would not as a Society be represented by person, animal or vehicle in competition on behalf of the Society,

6. Participating in exhibitions or displays at National, Provincial, Municipal and breeder or trainer shows;
7. Transacting to purchase, lease, erect, construct, build, or otherwise acquire, own, operate or use buildings and any other facilities necessary to run the aforesaid program; and
8. Employ staff to run the aforesaid competitions; and
9. SUBJECT to The Mortmain and Charitable Uses Act for the objects aforesaid, to accept donations, gifts, grants, legacies and bequests.
10. Promoting a respectful environment in which discrimination, interference, retribution or harassment of any kind is not acceptable.

The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Eastern Ontario.

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 the Director may be paid reasonable expenses incurred by him in the performance of his/her duties.

ARTICLE III

GOVERNMENT OF THE SOCIETY

Section I * amended 7 March 1987 ** amended 19 February 2000 *** amended 18 April 2004

The Government of the Society shall be vested in a Board of Directors, chosen from individual members in good standing who have been members for at least thirteen (13) months prior to the Annual Meeting at which the member wishes to stand for election. ** There shall be eleven (11) Directors in 2000; ten (10) Directors in 2001; *eight (8) Directors in 2004* to govern the affairs of the Society with half that number being elected each year at the annual meeting to serve for two (2) years.

Section II

The Annual Meeting of the Corporation shall be held on a date to be determined by the Board of Directors and upon suitable notice to the membership. Other meetings may be called at any time by the President or by fifteen (15) members in good standing, upon thirty (30) days written notice to the members.

SECTION III * amended 19 February, 2000

At each Annual Meeting the members shall elect the slate of Directors to take the place of those whose tenure has expired. The Board of Directors shall in turn elect from their number a President, a Vice President, a Secretary/Treasurer. These Officers shall constitute the Executive and will be Directors of record in accordance with the reporting requirements of the Corporation Information Act 1976. The *remaining* Directors will constitute the Management Board. The Officers and Management Board shall meet at least four (4) times per year and one of those meetings shall be held immediately after the election of the Directors and the other meetings at such time and place as the President shall decide upon suitable notice. Other meetings shall be called at the request in writing of five (5) members of the Board.

SECTION IV *amended 19 February, 2000

Fifty percent plus one of the Directors of which one must be an Officer shall constitute a quorum at a Directors meeting.

SECTION V

The Board of Directors may declare vacant the office of any Director absent without excuse from three (3) consecutive meetings of the Board, and may fill any vacancy. A Director so elected shall hold office for the remainder of the term of his predecessor.

SECTION VI *amended 18 April 2004

The presence of *ten (10)* members entitled to vote shall be necessary to constitute a quorum of any members' meeting of the Society.

SECTION VII

There shall be one vote per paid up membership.

SECTION VIII

In order to stand for election to the Board, the Candidate shall be a member in good standing.

SECTION IX

If two members of one family are elected to the Board, both shall be required to be individually paid members in order to exercise the right to vote. Likewise if a family member covered under the umbrella of a family membership is elected to the Board, individual membership would be required to exercise his/her vote. .../4

SECTION X *Amended 3 February 2007

Every Director, member, or member of a Committee who in any way directly or indirectly or whose family member directly or indirectly has an interest in a proposed or current contract, competition, piece of litigation or transaction of the Society shall make a full and fair disclosure of the nature and extent of the interest at the meeting(s) of the Board of Directors in which the matter is discussed.

After declaring a conflict, no Director, member, member of a Committee shall vote on any such contract, competition, piece of litigation or transaction nor shall they be counted in the quorum with respect to any such vote.

If an individual has declared their interest in compliance with this section, they are not accountable to the Society for any profit realized from the contract or transaction.

If an individual fails to declare their interest in compliance with this section they shall account to and reimburse the Society for all profit they realize.

SECTION XI

The President shall declare his intentions prior to the vote. If not declared, he shall not vote and a tie vote would therefore indicate defeat of the motion.

SECTION XII

At a Directors' meeting all members shall be required to vote.

SECTION XIII

A recorded vote may be requested by any member and all members entitled to vote must declare for or against.

SECTION XIV

The fiscal year of the Society shall be the calendar year.

SECTION XV

The head office of the Society shall be at such place as the Board of Directors may determine.

SECTION XVI*amended 6 March 1982

The immediate Past-President, if not an elected Director, shall become the Director ex-officio.

ARTICLE IV

MEMBERSHIP

SECTION I

The membership of the Society shall consist of such individuals, families, institutions and organizations as shall be accepted under procedures authorized by the Board of Directors. Each family, institution or organization shall designate an individual member to exercise membership privileges.

SECTION II

Individual membership of persons shall be restricted to persons who have reached the age of sixteen (16) years as of their last birthday, before making application to the Society. Such members are eligible for election to the Board of Directors, however, must have reached the age of majority and be a resident of Canada to be elected an Officer.

SECTION III *amended 15 May 2005

Membership shall be classified as individual Membership and Family Membership, which includes family members as spouse, and children up to the age of eighteen (18) as of January 1st of the given year. (No change).

SECTION IV *amended 7 March 1981**amended March 1986*** amended 19 February, 2000 ****15 May 2005

Application for membership is to be made on a fully completed and signed Application Form by each applicant and sent forthwith with required dues to the Secretary for issuing of a membership card. Each applicant on becoming a Member shall agree to be bound by the By-Laws and amendments thereto, the Corporation Act of Ontario as it pertains to this Society and all rules of the Society but the Society shall have the power to reject any application for membership.

** The annual dues for the individual members, institutions or organizations are to be \$30. Per annum with family membership \$40. Per annum. Life memberships are no longer available. Former life membership fees are to be placed in a trust fund together with their earnings until

(A) June 1st each year, when earnings to a maximum assessment are transferred from the fund to the general account, and/or

(B) Membership terminates, at the time of their death or confirmation of retirement by the member, when total initial fee plus earnings will be transferred immediately from the fund to the general account of the Society.

.../6

SECTION V

An Applicant or Member by vote of the majority of the Board of Directors, may be rejected or expelled by the Society for conduct deemed by the Board to be prejudicial to the Society provided prior notice in writing of the questionable conduct and an opportunity to be heard thereon be given to such individuals.

SECTION VI

Special Life Membership may be granted from time to time on approval of the members at a general meeting upon recommendation of the Board of Directors. Such membership shall be in recognition of the contributions such an individual has made to furthering the aims of the Society and shall carry all the rights and privileges of individual membership.

SECTION VII

The membership year shall be the calendar year and the prescribed membership fees shall be due January 1st of each year. If a new membership is affected before October 15th in any calendar year, dues shall be payable for that year. If such new membership is affected on or after October 15th, dues shall be applicable to the succeeding year and no additional dues shall be payable for the remainder of the current year.

SECTION VIII

No member shall hold office or be entitled to vote at a meeting or in any way be entitled to rights or privileges of the Society if at the time he is in arrears of membership or other fees or dues and no applicant shall be entitled to vote until his application for membership has been accepted.

SECTION IX

By resolution of the Board of Directors at the Annual Meeting a change in membership dues may be proposed for ratification of the general membership.

ARTICLE V

OFFICERS AND COMMITTEES

SECTION I

The President or in his absence, the Vice-President, shall preside at each meeting of the Board and of the Society and perform all such duties as by law pertain to his office including the appointment of Committees authorized by the Board of Directors or by the Society. The President shall be ex-officio a member of all committees.

Such standing or ad hoc committees may include a Finance Committee, Nominating Committee, Membership Committee or other special committees. .../7

Committees may include other Board members but in all cases a Board member must be Chairman. The action of all committees shall be subject to ratification of the Board of Directors.

SECTION II

The Secretary shall keep minutes and records of all proceedings of the Board and of the Society, have the custody of the seal, give notice of meetings, keep the roll of members, and perform all other duties pertaining to the office.

SECTION III *Amended 3 February 2007

The Treasurer shall have custody of all the funds of the Society in such bank or other depository as the Board of Directors may from time to time designate, collect dues, make disbursements for the purposes of the Society, keep an accurate account and render an annual report on same. He shall also process applications for new members in the manner prescribed by the Board of Directors.

The Treasurer shall ensure that a minimum of \$5 Million Liability and Directors and Officers insurance is in place at all times, and will arrange for the appropriate level of property insurance for all properties owned, rented or leased by the Society.

SECTION IV

The offices of Secretary and Treasurer may be held by one individual at the discretion of the Board of Directors.

ARTICLE VI, SECTION I *Amended 3 February 2007

Every event or activity sanctioned by the Society must be run by a Director of the Society, who is responsible for the overall safety and risk management of the event. All driving competitions, clinics, social drives and shows will adhere to the safety rules as laid out in the current American Driving Society handbook, Part II, Chapter 5. In addition, the Director in charge of any event will:

Conduct a risk assessment when planning the event to identify potential hazards and to ensure that appropriate measures are in place to eliminate or reduce the risk posed by these hazards, including a means of accessing emergency services. If the risk posed by potential hazards cannot be mitigated to the Director's satisfaction, the Director will cancel the activity.

Ensure all organizers, volunteers and participants are aware of their responsibilities for safety and understand how to obtain assistance in an emergency.

Verify that each participant of a competition, clinic, social drive or show has proof of insurance in their possession and require them to sign a waiver detailing the risks of pleasure driving generally and the event particularly that absolves the Society, its directors and members of all liability in the event of an accident. .../8

If alcohol is to be served, ensure the appropriate liquor licence and additional liability insurance is in place. Alcohol servers must be “smart serve” trained.

ARTICLE VII, AUDITORS

The Society at each Annual General Meeting shall appoint for the ensuing year to examine the books of account of the Society, vouchers for all payments and certify the usual statements of receipts and expenditures and assets and liabilities for the year for presentation to the next annual meeting.

ARTICLE VIII

AMENDMENTS TO THE BY-LAWS

SECTION I

The Board of Directors by vote of the majority of the Board may amend the By-Laws of the Society subject to ratification of the General Membership at the next Annual Meeting, providing the members or Directors desiring an amendment shall give notice in writing to the Board at least ten (10) days prior to the meeting at which action is to be taken. Notice of amendment ratification shall accompany notice of Annual Meeting. Failure to ratify a proposed amendment would cause governing to revert to the previous By-Law of the same or like substance has any affect until it is first confirmed at a general meeting of the members. The members of the General Membership Meeting may confirm, reject, amend, or otherwise deal with any By-Laws or amendment passed by the Directors and submitted to the meeting for confirmation but no act done or right acquired under such By-Laws that have been approved by the Directors is prejudicially affected by any such rejection, amendment or other dealing.