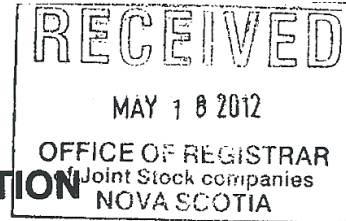


Approved by members March 19, 2012

Changes requested by Joint Stocks May 1, 2012

Changes completed for Joint Stocks May 17, 2012

1548777



**BY-LAWS
of the
SAFETY MINDED ATV ASSOCIATION**

INTRODUCTION

The Members shall be the governing body of the Safety Minded ATV Association. To enable the Association to operate effectively, the Members delegate to the Directors authority to manage the affairs of the Association consistent with its established principles and policies. The members reaffirm this delegated authority each year at the Annual General Meeting through the election or re-election of Directors.

DEFINITIONS

"Association"	means the Safety Minded ATV Association.
"Registrar"	means the Registrar of Joint Stocks appointed under the Nova Scotia Companies Act.
"Officers"	means the Directors who have been elected to serve as the President, Vice-President, Secretary and Treasurer of the Association.
"Executive Committee"	means the Officers and Directors who have been elected to manage the Association's affairs.
"General Meeting"	shall include the Annual General Meeting, other General Meetings, and Special Meetings.
"AGM"	means Annual General Meeting.
"ATV"	means All Terrain Vehicle.
"ATVANS"	means All Terrain Vehicle Association of Nova Scotia.
"SMATVA"	means Safety Minded ATV Association.
"Member in Good Standing"	means the member's annual membership fee has been paid for the current calendar year and he/she is entitled to vote and enjoy all benefits associated with membership in the Association.
"Special Resolution"	means a resolution passed by not less than three fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Article #1 **NAME**

1. The name of the association shall be the Safety Minded ATV Association (SMATVA).

Article #2 **MEMBERSHIP**

1. Membership in the Association shall consist of three types of members (Regular, Associate and Charter).
 - a) **Regular Member:** A Regular member is defined as a person who is the registered owner of one or more ATVs or is the spouse/child of a regular member who has more than one registered ATV and is listed as the operator of one of the additional ATVs.
 - b) **Associate Member:** An Associate member is defined as a person who does not own a registered ATV or is not listed as the operator of an additional ATV registered to a spouse/parent who is a regular member.
 - c) **Charter Member:** A Charter member is defined as a person who has been awarded permanent membership in the Association, and is not required to pay the Association's annual membership renewal dues to maintain this status. A charter member will also be classified as a Regular or Associate member, as appropriate.
2. All residents of the Province of Nova Scotia who are 14 years of age or older and are interested in the sport of ATVing may apply for membership in the Association.
3. For the purpose of registration, the number of members is unlimited.
4. Applications for membership shall be made to SMATVA's Membership Director. The application shall consist of the appropriate membership application form (Regular or Associate), which has been completed and signed, along with cash or a cheque (payable to SMATVA) for the membership application fee in force at the time of application.
5. A member may resign from SMATVA at any time. Upon resignation, the member must return all SMATVA property in his possession, which may include but is not limited to his/her membership card and SMATVA vehicle plate. If a member resigns before the end of the membership year, there will be no reimbursement of dues paid.
6. Membership in the Association is for the calendar year (01 January thru 31 December). A membership shall expire and the member will not be in good standing (paid-up) if his/her membership renewal fee is not received by the 31st of December. Members who are not in good standing, will lose their voting privileges. They will also lose all or any benefits associated with membership in the Association.
7. Membership may also be terminated by majority vote of the membership for any reason deemed by the executive to be prejudicial to the best interest of SMATVA.
8. All members in good standing (paid-up) may vote at any meeting of SMATVA and are eligible to run for any office of SMATVA.
9. Membership in SMATVA encourages members to attend general meetings and be an active member. Members are expected to demonstrate their interest in SMATVA by periodically volunteering to work or assist at functions organized for their enjoyment and benefit. A member may volunteer to work or assist at any and as many functions as they wish.

Article #3 DIRECTORS

1. The following elected positions shall be the Directors of the Association and they shall form the Association's Executive Committee. The immediate past president shall automatically be a Director (providing he/she is still a member in good standing).
 - a) President
 - b) Vice-President
 - c) Treasurer
 - d) Secretary
 - e) Directors-at-Large (maximum of 10)
2. Unless otherwise determined by a majority vote at a general meeting, the number of directors in SMATVA shall be not less than five or more than fifteen.
3. The President, Vice-President, Treasurer and Secretary shall be the Association's Officers. The immediate past president shall also be an Officer (providing he/she is still a member in good standing).
4. Directors shall be elected by a majority vote of the members present at the Association's AGM.
5. The term of office for a Director shall commence at the dissolution of the AGM during which they were elected and shall terminate at the dissolution of the next AGM, when his/her successor takes office.
6. There is no limit to the number of years a member may hold office, the only criteria is that he/she must be elected each year.
7. If a Director vacates his/her position by way of resignation or ceasing to be an Association member, this vacancy may be filled temporarily by a member in good standing, by a majority vote of the Executive Committee. The vacancy shall be filled for the unexpired portion of that Director's term, at the next general meeting, by a majority vote of the members present.
8. A Director may be removed from office before the expiration of his/her term by the adoption of a "Special Resolution" at a properly constituted meeting. Adoption of the "Special Resolution" requires it to be passed by not less than three fourths of such members entitled to vote as are present in person. A replacement may be appointed in his/her stead. The person so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held office if he/she had not been removed.
9. Officers and Directors of the Association will not be remunerated for their services as members of the Executive. However, they will have the right to be reimbursed for any reasonable expenses brought on by the fulfillment of their duties.

Article #4 EXECUTIVE COMMITTEE

1. The Executive Committee shall be formed by the Directors who are elected to an executive office at the AGM. It shall also include the immediate past president (providing he/she is still a member in good standing).

Article #5 DUTIES OF THE EXECUTIVE

1. **President:** The President oversees all Association activities to ensure they are conducted in a manner that is beneficial to the Association, follows established guidelines and these by-laws. He/she shall also:
 - a) Chair all Executive, General and Special Meetings that he/she attends and in that capacity shall not have a vote except in the equality of ties.
 - b) Be an ex officio member of all Association committees.
 - c) Be the official Association spokesman to outside groups.
 - d) Acts as a co-signer for approved cheques that are to be drawn on the Association's bank account.
2. **Vice-President:** The Vice-President shall perform the duties and have the powers of the President during the absence or temporary incapacity of the President. He/she shall also:
 - a) Assist the President as required or requested in his duties.
 - b) Acts as a co-signer for approved cheques that are to be drawn on the Association's bank account.
3. **Past-President:** The Past-President shall provide a link to previous executives and use his/her experience to advise current executive members.
4. **Treasurer:** The Treasurer shall be responsible for the Association's financial affairs. He/she shall:
 - a) Maintain a Chequing account in the Association's name, at a registered financial institution which has been approved by the Executive Committee.
 - b) Ensure the account is set up to require all withdrawals to be by cheque and that each cheque shall require two signatures from the list of approved signers provided to the financial institute.
 - c) Submit a list of signers, which has been approved by the executive, to the financial institution that holds the Association's chequing account. The list shall include, but not necessarily be limited to, the Treasurer, the President, the Vice-President and the Secretary.
 - d) Collect all SMATVA monies and deposit these funds in the Association's bank account.
 - e) Prepare cheques for payment to approved payees, have cheques co-signed by an approved co-signer and ensure payments (cheques) are processed in a timely manner.
 - f) Maintain a set of financial books that meet acceptable accounting standards and which will withstand the scrutiny of an auditor.
 - g) Present a current financial summary at each general meeting.
 - h) Prepare a detailed (audited) financial statement for presentation at the Association's AGM.

5. **Secretary:** The Secretary shall be responsible for all secretarial duties related to the Association's activities and the maintenance of historical files. He/she shall:
- Record minutes of General and Executive meetings.
 - Receive and distribute correspondence to appropriate Officers and Directors.
 - Ensure all correspondence, which requires a response, is responded to in a timely manner.
 - Maintain files relating to SMATVA matters.
 - Act as a co-signer for approved cheques that are to be drawn on the Association's bank account.
 - Ensure all related publicity (signs, news releases, advertising, etc) that is to be released to the public, conforms to SMATVA policy and is factual.
 - Form a nomination committee that is responsible to canvass members to identify who is available and willing to run for an elected position on the executive. Prepare and present a list of nominees, who have agreed to run for office, at the AGM.
6. **Directors-at-Large:** The Directors-at-Large shall be responsible for Association activities assigned to them by the Association's Executive Committee. The activities may include but are not necessarily limited to: Membership, Property, Trails, Ways & Means, Social and Safety/Training.

Article #6 DUES:

- Dues collected shall consist of two levies, which will be summed and collected at the same time. One shall be for membership in the Association and the second shall be for membership in ATVANS.
- Membership dues collected are annual dues and are for the calendar year – 01 January thru 31 December. Memberships will be deemed to have expired if a membership renewal application and the appropriate fees are not received by the 31st of December.
- New membership applications received after 01 October shall be for the next calendar year. Membership in the Association for the balance of the current calendar year shall be included at no additional charge.
- The amount of the dues to be collected on behalf of the Association shall be determined by a majority vote at the general meeting held in September.
- The amount of the dues/fees to be collected on behalf of ATVANS shall be as directed by ATVANS.

Article #7 FISCAL YEAR:

- The Association's fiscal year shall commence on the 1st day of January and end on the 31st day of December.

Article #8 MEETINGS:

1. **Executive Meetings:** Executive meetings shall be held on an "as required basis". A minimum of five (5) members of the Executive Committee must be in attendance for an Executive Meeting to be properly constituted.
2. **General Meetings:** A general meeting shall be held at the Association's clubhouse on the third Monday of each month, except for July and August, unless otherwise determined by a majority vote at a general meeting.
3. **Annual General Meeting:** The month of January's general meeting shall be used as the Association's annual general meeting (AGM). Election of Directors (which includes the Officers) and the presentation of a year-end financial statement shall be the main items on the agenda for this meeting.
4. **Special Meetings:** Special meetings may be called by the president, or by the executive, or by any group of ten (10) members in good standing; by giving the secretary seven (7) days written notice of the time, place and purpose of the special meeting.
5. **Quorum:** A quorum, for the purposes of all Association meetings, with the exception of Executive Meetings, requires a minimum of 20 members who are in Good Standing to be in attendance. A further requirement is that the attendees must include a minimum of two Officers of the Association.
 - a) A quorum is required for a meeting to be properly constituted.
 - b) Any formal action taken, at any meeting, shall require adoption by a simple majority (50% plus one) of the members who are present.
6. **Format:** Meetings shall be generally conducted in accordance with Roberts Rules of Good Order.

Article #9 ELECTION PROCEDURE:

1. The Association's Officers and Directors shall be elected by majority vote at the AGM.
2. The nomination committee shall present a list of nominees, from among the membership, that have agreed to run for a specific office. After consulting with the outgoing Executive committee, it will recommend the number of Directors-at-Large to be elected.
3. Additional nominations may come from the floor, for any elected office, provided the nominee and seconder are both members in good standing.
4. All members in good standing, including Officers and Directors of the previous executive, are eligible to be nominated to run for office.
5. The order in which officers are to be elected shall be:
 - President
 - Vice-President
 - Treasurer
 - Secretary
 - Directors-at-Large
6. Voting shall be done by secret ballot.

7. Only members present and in good standing at the time of the election may vote.
8. The nominee obtaining a majority of the votes cast for an office shall be declared the winner of that vote. In the event of a tie, the President (Election Chair) shall cast the deciding vote.

Article #10 VOTING:

1. All members in good standing shall be entitled to:
 - a) Attend all General/Special meetings.
 - b) Present/second a motion.
 - c) Vote at such meetings.
2. Once a motion has been presented and seconded, the meeting's chair (normally the president) shall:
 - a) Open the motion for general discussion.
 - b) Allow all members a chance to voice their views, in an orderly fashion.
 - c) Repeat the motion, identifying the presenter and seconder, and call for the vote.
 - d) A majority vote of the members present will decide if the motion is accepted or rejected.
 - e) A simple majority (50% plus one) is required for a motion to be accepted, with the exception of Special Resolutions which require a majority of 75% to be accepted.

Article #11 PROCEDURE FOR GENERAL MEETINGS:

1. All Meetings shall be generally conducted in accordance with Roberts Rules of Good Order.
2. General meetings (including the AGM) shall use the following format:
 - a) Read minutes of last general meeting.
 - b) President's report, including review of old business.
 - c) Secretary's report, including reading of new correspondence.
 - d) Treasurer's Report.
 - e) Directors' reports (Membership, Ways and Means, Trails and Property, Training and Social, etc.).
 - f) Election of Officers and Directors (AGM).
 - g) New business.
 - h) Motion to adjourn.

Article #12 AMENDMENTS:

NOTE

Under the Society Act, only amendments approved by three-fourths (75%) of the members present at a Special Resolution Meeting, duly called and convened solely for the purpose of passing said resolution, shall be submitted to the Registrar of the Society Act. The Registrar must approve all amendments before they take effect. The Association's Executive and Directors have no power to alter By-Laws or the Memorandum of Associations without following these procedures.

- 1 Proposed amendments to these By-Laws must be:
 - a) Presented to the Secretary at a regular general meeting.
 - b) Read to the members present at the meeting, or if the changes are extensive, provide each member in good standing a copy (printed or electronic) of the proposed changes.
 - c) Allow time to consider amendments by deferring any action until the next general meeting.
 - d) Under old business at the next general meeting:
 - Present the amendments one at a time.
 - Vote on the acceptance, revision or rejection of each amendment, after allowing sufficient time for an orderly discussion.
- 2 Submit final version of approved amendments to the Registrar of the Society Act, for its approval.

Article #13 AUDIT OF ACCOUNTS:

1. Members of the Association shall appoint an auditor for the Association at the AGM. If the members fail to appoint an auditor, the Executive Committee may do so.

Article #14 MISCELLANEOUS:

1. The Association shall file with the registrar with its annual statement a list of its Directors with their addresses, occupations, and any appointment or election. Changes of Directors must be notified to the registrar within fourteen days of a change.
2. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
3. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
4. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Board of Directors shall be the responsibility of the Secretary.
5. Any member may inspect the books and records of the Association at the registered office of the Association. The request requires five days notice be given to the secretary. The inspection shall be scheduled at a reasonable time.

6. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President, Vice-President or Treasurer, or otherwise as prescribed by resolution of the Board of Directors.
7. The borrowing powers of the Association may be exercised by approval of a special resolution.
8. In these By-Laws the singular shall include the plural, the plural shall include the singular and the masculine gender shall include the feminine.
9. All members will receive a copy of these By-Laws.

Article #15 DISSOLUTION:

The name of the Society is **Safety Minded ATV Association**.

On a volunteer and non-profit basis the objective of the society is to promote Off Highway Vehicle recreation, through safety and education, as a responsible and enjoyable sport for its members;

To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the society;

To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that:

The society shall not carry on any trade, industry or business;

All funds shall be used solely for the purposes of the Society and the promotion of its objects;

Upon dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to:

- non-profit organization in Canada having objects similar to those of the society.

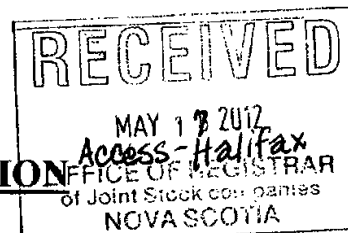
The activities of the Society are to be carried on in **Nova Scotia**.

The Registered office of the Society is located at:

**15 Station Road,
Head of St. Margaret's Bay
Nova Scotia
B3Z 2B9**

SAFETY MINDED ATV ASSOCIATION

(Society name)



I certify that the attached is a true copy of a special resolution duly passed by not less than three-fourths of the members of the society entitled to vote as were present in person at a general meeting of the members of the society, held on 2012/03/19 of which notice of intention to pass the resolution as a special resolution was duly given.

2012 MAY 17
(yyyy/mm/dd)

MICHAEL MARRIOTT
(print or type name)

Michael Marriott
(signature)

Registry of Joint Stock Companies PO Box 1529 Halifax, NS B3J 2Y4, 902 424-7770, 1-800-670-4357, www.rjsc.ca
Society Incorporation Forms