

# **CONSTITUTION OF THE**

## **Ontario Truck and Tractor Pulling Association**

### **Article I**

#### **Name and Objective**

- 1.1** This Corporation shall be known as the OTTPA with the head office in Blackstock, ON and such place there in as the Directors may from time to time determine.
- 1.2** The object of this Corporation will be to organize, promote and participate in truck and tractor pulling competition with a standardized set of rules and track conditions.
- 1.3** This Corporation will operate as a not-for-profit corporation.

### **Article II**

#### **Membership and Dues**

- 2.1** The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors. Members may resign by resignation in writing which shall be effective upon acceptance 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 to him to the corporation prior to acceptance of his resignation.
- 2.2** There shall be three classes of members, which shall be as follows:
- 2.3** (a) Regular Members – all regular members must be at least 18 years of age, and shall enjoy all rights and privileges of a member of the corporation.
- 2.4** (b) Junior Members – any person under the age of 18 years shall be deemed to be a junior member, and as such, shall not be entitled to vote at any special or general meeting of the members. Junior members must provide written consent of parent or guardian and approval of the board as well as the insurance company prior to a membership being granted. Upon reaching the age of 18, a junior member who continues membership in the corporation shall immediately become a regular member, and shall enjoy all rights and privileges, voting and otherwise, of regular members of the corporation.

- 2.5** (c) Daily Members – anyone wishing to pull at any sanctioned event must pay a daily membership. This entitles them to participate in the event in question with all rights and privileges of a Regular Member, but the membership shall be in effect only until the end of the event in question, and shall not entitle the Daily Member to any voting privileges.
- 2.6** There shall be no dues or fees payable by members except such as shall from time to time be fixed by majority vote of the board of directors and membership.
- 2.7** The membership fee will be required and due by the 31<sup>st</sup> of March for each calendar year. The secretary will notify the members of dues and fees payable, and if not paid by the due date of such notice, the member or members in default shall thereupon automatically cease to be members of the Corporation. Such members may upon payment and penalties in whole be reinstated.
- 2.8** Membership shall be deemed to be a submission to the constitution and rules of the Corporation and an agreement of the member to be bound thereby.
- 2.9** Each member in good standing shall be entitled to one vote (and the member may vote by proxy) on each question arising at any general or special meeting of the members, subject to the provisions, if any, contained in the letters patent of the Corporation. Each member may vote by proxy provided the proxy sets out the precise wording of the resolution on which the proxy may be used including but not limited to name, motion, and person granting the proxy. Such proxy by appointment will be required to produce sufficient appointment by writing from the constituent or constituents and deposit the same with the secretary. No member shall be entitled in person or by proxy to vote at meetings of the Corporation unless he or she has paid all dues & fees, if any, then payable by him or her.
- 2.10** Any member in violation of any contest rules, fraudulent behaviour or unsportsmanlike conduct during competition or through the regular business of the Corporation, shall be liable for termination of membership after a hearing of the directors of the Corporation and a majority vote thereat.
- 2.11** Any member who is currently, or has at any time in the past been in violation of section 2.10 (or predecessor sections) of this Constitution will not be eligible for election to office in the Corporation unless special leave is granted by the Board of Directors.

## **Articles III**

### **Directors and Elections**

- 3.1** All meetings of the membership and or executive or directors, shall be conducted compliant to the general rules of procedure as set out and contained in Roberts Rules for parliamentary procedure.
- 3.2** The affairs of the Corporation shall be managed & directed by the Board of Directors of the Corporation.
- 3.3** The affairs of the Corporation shall be managed by a Board of Directors, composed of 4 persons elected by the general membership (these four persons shall hold the position of Past-President, President, First Vice-President and Second Vice President), each of whom at the time of his election and throughout his term of office shall be a member of the Corporation. Additionally, the Board shall include 1 representative from each pulling class of the corporation. Each of whom shall be elected by their class annually, and 1(one) Promoter Rep who will be elected annually by the membership at the Annual General Meeting. Each of these shall hold office until the next annual general meeting of the Corporation.
- 3.4** Directors elected by the general membership shall be elected for a four (4) year term, with only the position of Second Vice-President coming up annually for election. At each annual meeting of the corporation, the Past-president shall retire, President shall become Past-President, First Vice-President shall become President, and Second Vice-President shall become First Vice-President. To be eligible for election to the Board of Directors, the person must either be present at the meeting at which the election occurs, or have provided written confirmation to the President, Vice President, or Secretary of the corporation, confirming that the person is prepared to stand for election to, and act as a Director of the Corporation, and such written confirmation must bear the signature of the person wishing to stand for election. The election shall be by secret ballot.
- 3.5** The Board of Directors shall, from time to time, increase or decrease the number of pulling classes, and shall set rules determining the eligibility to vote at meetings of the pulling classes, and setting out eligibility to be elected to the Board of Directors as a Representative of a Pulling Class.
- 3.6** The members of the Corporation may, by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
- 3.7** Vacancies on the Board of Directors of Board Members elected by the general membership, however caused, may so long as a quorum of Directors remain in

office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year 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 vacancy. In the event that the vacancy is in respect of a Representative of a particular Pulling Class, the President shall forthwith call a meeting of all members of that Class, at which meeting the said Class will elect a new Representative.

- 3.8** Except for reasonable cause the failure of a director or representative to be present at two (2) consecutive meeting of the board shall terminate his holding office as a director or representative.
- 3.9** An officer/representative shall be a paid member in good standing.
- 3.10** A quorum for the Board of Directors will be 50% plus 1 of the Board Members.
- 3.11** A quorum for any properly called meeting of the general membership shall be deemed to be present, provided that Notice of the meeting is given in proper form, and not less than 10 days before the date set for the meeting.
- 3.12** No person who owns, or is the guiding mind of a corporation which owns weight transfer pulling sled which is in regular use at Ontario Truck and Tractor Pulling Association events will be eligible to hold any position on the board of Directors or the extended executive. The intent is that no person or persons elected to public office that could stand to benefit in a monetary gain, has influence through such a position and create a conflict.

#### **Article IV**

##### **Remuneration of Directors and Representatives**

- 4.1** The Directors shall receive no remuneration for acting as such. Reasonable expenses may be re-imbursed to a Director, upon majority approval by the Board of Directors.

#### **Article V**

##### **Duties of Directors and/or Representatives**

- 5.1** A majority (50%+1) of the directors shall form a quorum for the transaction of business. No formal notice of any 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. The President (or vice president if the President is

- unavailable) shall preside at all meetings of the Corporation and the board of directors. The President shall be the chief executive officer of the club to manage its affairs under the direction of the directors, between meetings in those of the board of directors.
- 5.2** First Vice President shall in the event that the office of President is vacant by death, resignation, or otherwise, shall serve as President until a new President is elected. Likewise, the second Vice President shall in the event that the office of First Vice President is vacant by death, resignation, or otherwise, shall serve as First Vice President until the First Vice President is elected,
- 5.3** Either Vice President shall preside over meetings in the absence of the President.
- 5.4** There shall be such committees appointed as the board of directors shall deem advisable. Whose members shall be appointed by the President, except when specified by the board, new committees maybe appointed from time to time as new projects or functions develop and new needs arise. The President or Vice President as appointed shall be an ex officio member of all committees with a voice in their deliberations, but without a vote.
- 5.5** The Secretary and/or Treasurer shall have charge of all monies of the club, and shall deposit all receipts in the name of the Ontario Truck and Tractor Pulling Association, in such bank as the directors may specify.
- 5.6** The Secretary and/or Treasurer shall pay all obligations of the Corporation after it has been approved by the board.
- 5.7.1** A minimum of two signatures required, cheques shall be signed by the President, Secretary and/or Treasurer, 1<sup>st</sup> Vice President, or 2<sup>nd</sup> Vice President or any current director.
- 5.7.2** The Secretary and/or Treasurer shall make & keep records of the membership, meeting, board of director meetings, shall conduct all correspondence, and shall give notice of all regular and special meeting of both the membership and board of directors in accordance with the provisions contain herein.
- 5.8** The duties of all other directors of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them

## **Article VI**

### **Execution of Documents**

- 6.1** Deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation shall be signed by either the President or Vice President and by the

Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation operations may be entered into on behalf of the Corporation by the President, Vice President, or by any person authorized by the board.

The President, Vice President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporation seal to any such transfers or acceptances of transfers, and may make, execute, and deliver under the Corporation 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, bonds or 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 resolutions direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

## **Article VII**

### **Books of Records**

- 7.1** 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.

## **Article VIII**

### **Meeting**

- 8.1** There shall be a minimum of one (1) general meeting of the membership per year, and any number of meetings of the board of directors as required to carry on regular business as determined by the same, such meeting will be held at a location as appointed by the board of directors.

- 8.2** 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 a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice President shall have power to call at any time a 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 mail or electronic means, ten days before the time fixed for the holding of such meetings; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meetings any business may be transacted which the Corporation at annual or general meetings may transact.

## **Article IX**

### **Adjournments**

- 9.1** Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be notwithstanding that no quorum is present.

## **Article X**

### **Errors or Omission in Notice**

- 10.1** 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 and all proceedings taken or had thereat. For the purpose of sending notice to any member, director for any meeting or otherwise, the address of any member, director shall be his last address recorded on the books of the Corporation.

## **Article XI**

### **Deposit of Securities**

- 11.1** 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 the written order of the Corporation signed by such director or directors, 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 of 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 so withdrawn from deposit or the proceeds thereof.

## **Article XII**

### **Borrowing**

- 12.1** The directors may from time to time
- a)** borrow money on the credit of the Corporation; or
  - b)** issues, 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 of liability of the Corporation.

From time to time, the directors may authorize any directors, or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to 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 moneys 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.

- 12.2** The Board of Directors must obtain a mandate from the membership, by means of a resolution passed at a meeting of the general membership, prior to obtaining or authorizing and borrowing any valuable consideration including but not limited to money, from any third party or financial institution.

## **Article XIII**

### **Notice**

- 13.1** Whenever under the provisions of the by-law of the Corporation, notice is required to be given, such notice may be given either personally or by electronic means or



by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director or member at his or their address as the same appears in the books of the Corporation. A notice or other documents 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, or if electronic means or its messenger. For the purpose of sending any notice the address of any member, director shall be his last address as recorded on the books of the Corporation.

## **Article XIV**

### **Interpretation**

- 14.1** 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 vica versa, and references to person shall include firms and corporations.
- 14.2** This Constitution shall be governed in accordance with the laws of Ontario.

## **Article XV**

### **Amendments**

- 15.1** These by-laws may be amended by majority vote of the general membership at any annual meeting or at any special meeting call for the purpose in accordance with the conditions contain herein. A thirty day notice shall be given to all members prior to changes and amendments. Notice shall be given in the same manner as Notice for a meeting of the General Membership.

## **Article XVI**

### **Fiscal Year**

- 16.1** The fiscal year of the Corporation shall be from January 1 to December 31 of each calendar year.

**Article XVII**

**Dissolution**

**17.1** In the event that the Corporation would dissolve, all properties and monies will be donated to another not-for-profit organization as voted on by the membership.

Passed by the Board of Director on this \_\_\_\_\_ day of \_\_\_\_\_, 201