



ATLANTIC REGION MOTOR SPORTS

GENERAL BY-LAWS

Amended – 9 November, 2023

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ARMS Code of Conduct

ARMS clubs, members and participants in ARMS sanctioned events shall conduct themselves according to the highest standards of behaviour and sportsmanship and in a manner that shall not be prejudicial to the interests and the reputation of ARMS or its Clubs or of motorsport generally. Failure to do so shall be considered a breach of the ARMS GCRs and may result in penalties being applied.

The following statements further define the beliefs, expectations, ideals and principles of individual conduct that ARMS believes should be exemplified:

1. Participants in ARMS sanctioned activities shall be bound by this Code of Conduct;
2. Participants in ARMS sanctioned activities shall accept that motorsports can be dangerous and entails inherent risks;
3. Participants in ARMS sanctioned activities shall be treated with consideration and respect, and shall treat fellow participants with the same consideration and respect;
4. Participants in ARMS sanctioned activities shall endeavour to portray a positive image of motorsports through their exemplary driving habits;
5. Participants in ARMS sanctioned events shall not knowingly place themselves or others in a position of undue risk. Consideration of safety shall be placed before competitive goals;
6. ARMS members shall strive to set exemplary standards of behaviour as they are all ambassadors for motorsports;
7. ARMS members shall pledge to demonstrate with their actions care and concern for the environment.



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1. CORPORATE NAME:

1.1. The Corporate Name of the Company shall be the Atlantic Region Motor Sports Inc., and the Company shall hereinafter and in all subsequent by-laws, resolutions, documents and writings be alternatively referred to as ARMS.

2. HEAD OFFICE:

2.1. The Head Office of ARMS within the Province of New Brunswick shall be in the City of Moncton, County of Westmorland, and the territory within which the activities of ARMS will be substantially carried out shall be the four Atlantic Provinces.

3. CORPORATE SEAL:

3.1. The Corporate Seal of ARMS shall bear the name of ARMS and the year of its incorporation. The President and the Secretary, or any Director of ARMS so designated by the Board of Directors, shall have authority to affix the Corporate Seal of ARMS to any document requiring the same.

4. INTERPRETATION:

4.1. In these By-Laws, unless the context otherwise requires, the words they, them and their shall include all genders. References to persons or members include firms, corporations, societies, associations, and clubs and reference to ARMS are intended as reference to the Company, and vice versa. References to "Members" includes all classes of members, unless the context otherwise requires. References to "meetings" of ARMS implies meeting of the voting members, unless the context otherwise requires.

5. VOTING MEMBERS:

5.1. The Voting Members of ARMS shall consist of the subscribers to the Letters Patent, until their resignations, and every other persons, association, club, society or corporation admitted to ARMS as a Voting Member pursuant to the Letters Patent and the By-Laws, as they may exist from time to time.

6. MEMBER CLUB

6.1. Any Not-for-Profit permanently organized automobile or motor sport club having objectives similar in whole or in part to those of ARMS, and having a regular paid up membership of twenty (20) or more individuals may be admitted to ARMS as a Member Club.

6.2. Each Member Club shall have the right to two votes at any and all meetings of ARMS, whether general or special, and shall be entitled to notice of all such meeting of ARMS. Any Member Club shall be represented by proxy at all meetings of ARMS by such person or persons as the executive or directing mind of that particular Member Club shall so instruct; this instruction shall be made in writing to the Secretary of ARMS at least once in every year, preferably at least seven (7) days prior to the Annual General Meeting of ARMS. ARMS shall not be bound to look past such written instruction other than to be assured as to its authenticity, and it shall operate as a valid discharge to all concerned.

6.3. Member Clubs shall maintain at least five (5) members. If club membership falls below five (5) members for two (2) or more consecutive years, the Member Club shall only have the right to one (1) vote instead of two (2). Once the club membership returns above the minimum required, the Club will regain full voting status.

6.4. All applications for membership and status as a Member Club shall be submitted directly to the Board of Directors for approval, however, no such membership shall be finally granted until approved, ratified, and confirmed by the Voting Members of ARMS for the time being at an Annual General Meeting or Special General Meeting of ARMS called for such purpose, at which



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quorum and simple majority requirements are observed. The organization must be a current Associate Member for at least 24 months before submitting an application for Member Club status.

6.5. Member Club membership shall be renewed annually on or before January 1st. Membership shall be suspended if not paid within thirty (30) days of the annual due date (January 1st).

6.6. Proof of corporate registration in the Province in which they are registered must be submitted along with the annual renewal fee(s), at the time of renewal.

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8. ASSOCIATE MEMBER

8.1. Any association or group of persons or club(s) having an interest in automobiles or motorsport within the mandate of ARMS shall be eligible for Associate Membership.

8.2. Individuals, not members of a Not-for-Profit Member Club may be eligible for associate membership.

8.3. The Board of Directors shall establish the requirements in respect of the eligibility, representation, dues and administration of Associate Members.

8.4. Associate Members shall not be eligible for elected positions and shall have no voting rights

9. NON-TRANSFERABILITY:

9.1. The interest of a member is not transferable under any circumstances, except as may be defined elsewhere in these by-laws.

10. RESIGNATION:

10.1. A member may resign by notification, and the resignation shall become effective upon acceptance thereof by the Board of Directors; a member remains liable for payment of any assessment or other sum levied or which became payable by them to ARMS before acceptance of their resignation. Any member who resigns or is expelled from ARMS forthwith forfeits all rights and interest arising from or associated with membership in ARMS.

11. SUSPENSION:

11.1. The Board of Directors may expel or suspend any member, whose conduct has been determined by the Board of Directors to be improper, unbecoming, or likely to endanger or discredit the interest or reputation of ARMS, or in willful breach of the By-Laws or Code of Conduct of ARMS. No member shall be expelled or suspended without having first been given an opportunity to be heard by the Board of Directors at a meeting of the Board of Directors called for the purpose. In all matters pertaining in any way to expulsion, suspension, or discipline in any form, of a member, the Board of Directors shall be guided by the rules, regulations and procedures adopted by ARMS.

12. MEMBERSHIP FEES:

12.1. There shall be membership fees in such amount and for such class of membership in ARMS as may be determined from time to time by the Board of Directors, and in the case of any one class or category of members, different rates of fees may be fixed for any member within that class; provided always, however, that no resolution of the Board respecting fees to be levied against or charged to a Voting Member shall be effective until confirmed at an Annual General Meeting or Special Meeting of ARMS, at which quorum and simple majority requirements are observed.



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12.2. Fees and dues shall be payable to ARMS and delivered to the Treasurer at such place and in such manner as may be determined by the Board, and shall become due and payable on the first day of January of each year or upon the lapse of thirty (30) days from the date of mailing notice, whichever occurs first. Any member with dues in arrears on October 1st shall not be entitled to representation or a vote at the Annual General Meeting, or any other meeting of ARMS.

12.3. Member Clubs of ARMS shall pay an annual fee to ARMS for each member of their respective Club, to be referred to as a "Member Levy". The rate of the Member Levy shall be determined and confirmed at each Annual General Meeting and apply for the following membership year. Member Levy fees shall become payable to ARMS at the time each Club member purchases a membership or renewal. Member levies shall be paid to ARMS on an ongoing regular basis as defined in the ARMS Handbook.

13. MEETINGS

13.1. ANNUAL GENERAL MEETING: An Annual General Meeting of ARMS called for the purpose of election and appointment of new Directors, considering the reports of the outgoing Board and the financial statements of ARMS, appointing the financial reviewers or auditors for the ensuing year, and transacting such other business as is required by law and as may properly come before an Annual General Meeting, shall be held once in each calendar year, preferably in the fall or winter season, at such time and place as may be specified in the notice of meeting in accordance with Article 13.6..

13.2. SPECIAL GENERAL MEETING: A Special or Special General Meeting of ARMS may be held at any place and time upon notice duly given to each Voting Member, and upon the call of the President or a majority of the Board of Directors, and at such meeting any business may be transacted which ARMS may lawfully transact. Any Voting Member, as represented by proxy pursuant to the provisions of Article Six (6), Article Seven (7), or Article Eight (8), may at any time waive notice of such meeting.

13.3. QUORUM AND MAJORITY VOTE: Two thirds (2/3) of the maximum number of votes held by all current Voting Members of ARMS (rounded up to the next integer), represented in person or by proxy, shall constitute a quorum for the transaction of any business at a General Meeting of ARMS, and unless otherwise by law or these By-Laws directed, all matters to be decided thereat shall be so decided by simple majority vote. The number of votes to be accorded a Voting Member, in pursuance of the provisions of Article Six (6), Article Seven (7), or Article Eight (8) of these By-Laws, is to be determined by the Secretary of ARMS by reference to the membership rolls as of October 1st of each year.

13.4. CHAIRPERSON AND SECRETARY: The President of ARMS (or their designate) shall chair all General Meetings of ARMS. The Secretary of ARMS (or their designate) shall act as the Secretary at all General Meetings. The Chairperson shall refrain from voting there-at on any question, except in the event of a tie vote, in which case the tie shall be broken by a vote from the Chairperson, except in the case of an election where all voting shall be conducted as defined in Article 31.

13.5. PROCEDURE: All questions of parliamentary practice at General Meetings of ARMS shall be determined in accordance with the rules, by-laws and usual procedures adopted from time to time by ARMS, and all questions of parliamentary practice not herein or otherwise provided for shall be determined in accordance with Roberts' Rules of Order.

13.6. NOTICES: Notice specifying the place, day and hour of each Annual General Meeting and of each Special General Meeting of ARMS shall be given in writing by letter mail, postage prepaid, or by electronic means to each Voting Member at their or its address as it appears on the books of ARMS, at least three (3) weeks before the date fixed for the Meeting. The Notice of any Special or Special General Meeting of ARMS shall state in general terms the purpose of the meeting. Any meeting of ARMS may be held at any time and for any purpose, without notice, if all



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Voting Members are present or represented by proxy or have waived notice of the meeting in writing by letter mail or by electronic means either before or after the meeting.

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19. DIRECTORS:

19.1. The affairs of ARMS shall be managed by a Board of Directors. The Board shall be composed of ten (10) Officers of ARMS consisting of the following:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Executive Past President
6. Karting Director
7. Race Director
8. Rally Director
9. SoloSport Director
10. Performance SoloSport Director

19.2. EXECUTIVE: The Executive shall be composed of five (5) Officers of ARMS consisting of the following:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Executive Past President

20. TERMS:

20.1. Each Director shall hold office for a term of two (2) years or until their successor has been duly elected or appointed, or they resigns or their office becomes vacant by death, removal or other cause.

21. POWERS:

21.1. The Board of Directors of ARMS shall administer the affairs of ARMS, in all things, and make or cause to be made for ARMS, in its name, any description of contract which ARMS may lawfully enter into and generally may exercise all other powers and do all other things which ARMS is by its charter or otherwise authorized to exercise and do not except those things specifically required to be done by ARMS in all General Meetings.

22. REMUNERATION:

22.1. The Directors of ARMS shall serve without remuneration, provided always that out of pocket expenses may be reimbursed by ARMS in a manner and to such extent as may be determined from time to time by the Board of Directors. (a) The "Club Presidents" shall be reimbursed travel expenses as a result of their requirement for attendance at Presidents



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Meetings of ARMS. This reimbursement shall be in a manner and such extent as may be determined from time to time by the Board of Directors.

23. REMOVAL:

23.1. The Voting Members of ARMS may by Resolution, duly made and carrying two thirds (2/3) of the votes cast at any Special General Meeting of the members of ARMS, of which notice, specifying the intention to pass such resolution has been given, remove any Director or Directors of ARMS before the expiration of their term, and the Board of Directors itself shall have the same power by resolution carrying three quarters (3/4) of the votes cast at any duly convened meeting of the Board, subject to confirmation by ARMS in general meeting, which said general meeting shall take place not more than eight (8) weeks following the decision of the Board.

24. SUBSTITUTES:

24.1. Save as otherwise provided herein, in the case of a vacancy occurring on the Board of Directors through death, resignation, disqualification, or other cause, the Directors in office, by the affirmative vote of a majority of the remaining Directors, although the majority may be less than a quorum, have power, at any time and from time to time, to appoint any other duly qualified person as a Director, and any Director so appointed shall hold office until the next General Meeting of ARMS; provided, however, that should any vacancy occur in the office of President, the Vice President shall be appointed in their place, and their former position shall be filled as herein-before provided.

25. BOARD OF DIRECTOR'S MEETING:

25.1. Meetings of the Board of Directors may be called at any time by order of the President or Vice President or any two (2) of the other Directors, or by the written request of any three (3) Voting Members and notice specifying the place, day and hour of such meeting shall be given in writing to each of the Directors delivered in person, or by letter mail, postage prepaid, or sent by electronic means, addressed to each of the Directors at their address as it appears on the books of ARMS, at least seven (7) days prior to the time fixed for the meeting. Any meeting of the Directors may be held at any time and at any place and for any purpose, without notice, if all Directors are present or have waived notice of the meeting in writing or by electronic means either before or after the meeting. A Board Meeting may also be held, without notice, immediately following the Annual General Meeting of ARMS, and at the same place.

25.2. QUORUM: A simple majority of the existing Director present at any meeting of the Board shall constitute a quorum for the transaction of business thereat.

25.3. MAJORITY VOTE: When not otherwise specified, all questions to be decided at meetings of the Board of Directors shall be decided by simple majority vote of any quorum present, and in the event of a tie vote on any question, the President may exercise, in addition to their one vote, an additional tie breaking vote. At any meeting of the Board, each Director present shall otherwise be entitled to one vote.

25.4. CHAIRPERSON AND SECRETARY: The President (or their designate) shall chair all meetings of the Board of directors, and the Secretary (or their designate) shall act as Secretary of any and all meetings of the Board. A declaration by the Chairperson that a resolution has been carried and an entry to the effect by the Secretary in the minutes of the meeting is prima facie evidence of the fact without proof of the number or proportion of the votes in favour or against such resolution. A resolution in writing signed by all Directors is as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

25.5. CONFIRMATION OF RESOLUTIONS: Any resolution of the Board of Directors shall take and have effect only until the next Annual General Meeting, or Special General Meeting called to consider same, and if any resolution should fail to be ratified and confirmed it shall cease to have effect.



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30. **NOMINATIONS:**

30.1. Nominations for the positions of President, Vice-President, Treasurer, and Secretary shall be made by a Nominating Committee. The Nominating Committee is appointed for this purpose by the existing Executive. The committee shall consist of the Executive Past President as Chairperson and two (2) other individuals who are each members in good standing of a Member Club. The committee shall nominate at least one (1) person for each office open for succession. Nominations for the positions of President, Vice President, Secretary, and Treasurer shall be presented at an Annual General Meeting of ARMS. At such meeting, nominations shall also be open from the floor by any Member Club in good standing present.

30.2. Nominations for the positions of Race, Rally, SoloSport, Karting, and Performance SoloSport Directors shall be presented at the appropriate Discipline Committee Workshop meeting. At such meeting, nominations will be open from the floor by any member in good standing present.

30.3. Any nominee who is not present at such meeting shall be disqualified as a nominee unless their written consent has been presented to the Chairperson of the Meeting. Upon the Chairperson of the Meeting calling nominations closed, the election shall proceed.

30.4. Each nominee shall also be a member in good standing of a Member Club, or shall commit to becoming a member in good standing of a Member Club within ten (10) days of election, and by accepting the nomination shall commit to remaining a member in good standing of a Member Club for the duration of their term of election or appointment as the case may be.

31. **ELECTIONS:**

31.1. Voting Members shall elect any suitable nominee by ballot; preference to secret ballot. The elected Discipline Committee Directors shall be presented at the Annual General Meeting and their Elections ratified. Such elections shall be effective upon the termination of the Annual General Meeting. Within ten (10) days of taking office, they should become a Member in good standing of a Member Club. Each elected position of ARMS shall be elected for a two (2) year term of office, in the following rotational fashion: President, Secretary, SoloSport Director and Race Director shall be elected each ODD calendar year. Vice-President, Treasurer, Rally Director, Karting Director, Performance SoloSport Director shall be elected each EVEN calendar year. In the event the position of Secretary and Treasurer are combined in a single office, the position of Secretary/Treasurer shall be elected each EVEN calendar year. Any officer may be re-elected to serve additional terms.

31.2. VOTING PROCEDURES

31.2.1. Nominations are presented to the meeting.

31.2.2. Voting by delegates shall be by secret ballot.

31.2.3. In order to win the election, a candidate must receive the majority of the vote in the affirmative (50% + 1).

31.2.4. Balloting is repeated until one candidate wins.

31.2.5. Candidates must voluntarily withdraw from balloting; they are not automatically dropped.



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31.3. Each holder of elected position shall also be a member in good standing of a Member Club, and shall remain a member in good standing of a Member Club for the duration of their term. If a holder of elected position ceases to be a member in good standing of a Member Club during their term, they shall cease to hold their elected position. In such case, a substitute shall be determined in accordance with Article 24..

32. APPOINTMENTS:

32.1. Each appointed position of ARMS shall be for a two (2) year term of office. The Executive shall appoint the following positions:

32.1.1. A Regional Executive Steward each ODD calendar year.

32.1.2. A Licence Registrar each ODD calendar year

32.1.3. A Regional Chief Instructor each EVEN calendar year

32.1.4. A Regional Chief Scrutineer each EVEN calendar year

32.1.5. Official representatives of ARMS to sit on National-level administrative and/or sporting committees or other organizations that suit the objectives of ARMS. The scope and term of such appointment shall be determined from time to time.

32.2. The duties of each appointment shall be as determined by the Board of Directors and as described in the Handbook.

32.3. Each appointee shall also be a member in good standing of a Member Club, and shall remain a member in good standing of a Member Club for the duration of their term. If an appointee ceases to be a member in good standing of a Member Club during their term, they shall cease to hold their appointed position. In such case, the Board of Directors shall appoint a substitute for the remainder of the term vacated.

33. DUTIES:

33.1. PRESIDENT: The President shall, when present, preside at all meetings of ARMS and of the Board of Directors. They shall be charged with the general supervision and management of the operation and activities of ARMS. They shall, with the Secretary or other officer appointed by the Board, sign all resolutions, membership certificates, and all other documents and instruments requiring their signature and shall perform all duties incidental or usually pertaining to their office and shall have such other related powers and duties as may from time to time be assigned to them by the Board of Directors.

33.2. EXECUTIVE PAST PRESIDENT: The Executive Past President will serve as a full voting member of the Executive and the Board of Directors. The Executive Past President shall serve as the chair of the Nominating Committee and of the Awards Committee. They shall perform all duties incidental or usually pertaining to the office and shall have such other related powers and duties as may from time to time be assigned by the Board of Directors. The immediate Past President normally holds this position. Should they choose not to serve, not be capable of serving, or have been subject to removal according to Article Twenty-Three (23), the presiding President may propose another former President for approval by the Executive to the position of Executive Past President. The Executive Past President remains subject to Article Twenty Three (23). In the absence of someone to fill the position, the position will be vacant. If the position is vacant, the Executive will select members to serve ex-officio as the Chair of the Nominating Committee and Chair of the Awards Committee.

33.3. VICE PRESIDENT: The Vice President shall perform all the duties of and be subject to the same obligations as the President, whenever the President ceases to hold office for any reason or is prevented from attending to their duties, and may preside at all meetings of the Board or of ARMS in the absence of, or on the request of the President. they shall generally assist the President in their duties. they shall perform all the duties incidental or usually pertaining



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to their office and shall have other related powers and duties as may from time to time be assigned to them by the Board of Directors.

33.4. SECRETARY: The Secretary shall attend and act as Secretary at all meetings of ARMS and of the Board, and record all acts and minutes of the proceedings of such in a book to be kept for the purpose, and shall attend to the giving of all notices of ARMS. They shall have custody and control of ARMS Corporate Seal and Corporate Minute Book, wherein shall be recorded the following: the Letters Patent of ARMS; any Supplementary Letters patent; all By-Laws duly authenticated; the names, alphabetically arranged, of all the members of ARMS and all who have been members; the addresses of all such members; the names of all Directors or Officers of ARMS and all who have been Directors or Officers, with the dates of election and resignation; the minutes of all meetings of the Board and ARMS; and all such other matters as shall properly be contained therein. they shall be the custodian of all books, papers, records, correspondence and other documents pertaining to ARMS, and shall deliver up same to any person not being a Director for the time being only when so authorized by the Board. they shall perform all duties incidental or usually pertaining to their office and shall have such other related powers and duties as may from time to time be assigned to them by the Board of Directors.

33.5. TREASURER: The Treasurer shall have general charge of the finances of ARMS. They shall deposit all monies and other valuable effects of ARMS in the name of and to the credit of ARMS in such banks or other depositories as designated by the Board of Directors, and shall render to the Board of Directors, whenever directed by the Board, and account of the financial condition of ARMS and all their transactions as Treasurer, and as soon as possible after the close of each financial year, they shall make and submit to the Board a like report for such financial year. They shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing ARMS. They shall perform all duties incidental or usually pertaining to their office and shall have such other related powers and duties as from time to time be assigned to them by the Board of Directors.

33.6. LICENCE REGISTRAR / STATISTICIAN: The Licence Registrar shall receive all applications for, produce, and distribute Competition Licences in accordance with the rules and regulations set by the Regional and National offices of the national ASN body for Canada as appointed by FIA and in accordance with the directions of the Board of Directors. They shall from time to time forward traffic sheets and funds to Regional Treasurer in accordance with the rules, regulations and directions aforesaid, and keep an accurate ledger of all licences, medical forms, and funds handled. they shall receive event results from all Discipline Directors, prepare and maintain ARMS year to date competition results. they shall perform all duties incidental or usually pertaining to their office and shall have such other related powers and duties as may from time to time be assigned to them by the Board of Directors.

33.7. SPECIAL INTEREST DIRECTORS: The Directors of Race, Rally, SoloSport, Karting, and Performance SoloSport Disciplines shall Direct the compilation of rules and regulations and policy formulation for such Special Interest areas. They shall perform, jointly or severally as may be the case, all duties incidental or usually pertaining to their office and shall have such other related powers and duties as may from time to time be assigned to them by the Board of Directors.

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38. APPOINTMENT OF OFFICERS, AGENTS, EMPLOYEES, MANAGER:

38.1. The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as is deemed necessary by the Board to carry out effectively the objects of ARMS, and such officers, agents or employees shall have whatever authority and shall perform whatever duties are prescribed to them from time to time by the Board. The Board may appoint a general manager and delegate to them such authority and power as they deem fit for their effective management and direction of the affairs of ARMS (except such matter as must by Law or By-Law be transacted or performed by the member in general meetings) and such general manager shall conform to all lawful orders given to them by the Board of Directors and shall at all reasonable times give to the Directors or any of them all information they may request regarding the affairs of ARMS. All officers, managers, agents or employees so appointed by the Board are subject to removal from office or employment by the Board at any time with or without cause and with or without cause.

39. APPOINTMENT OF COMMITTEES:

39.1. The Board of Directors may at any time appoint or constitute such Committees as it may deem necessary and for such purpose as it may in its discretion deem fit. Any such Committee shall be at all times directly responsible to the Board.

40. SPECIAL INTEREST COMMITTEES:

40.1. Without limiting the generality of Article Thirty-nine (39) of this By-Law, the Board of Directors shall appoint or constitute a Regional Committee for each special interest group, such as Rally, Race, SoloSport, Karting, and Performance SoloSport, which committee shall be chaired by any existing Director of ARMS in charge of the special interest group and shall also consist of any person representing a Voting Member with a similar interest and holding a valid competition licence of any class and those persons as may be assigned by the Board. The Committee shall be responsible for the organization and establishment of rules and regulations pertaining to that special interest group, and shall in all aspects be directly responsible to the Board. In meetings of the committee, each committee member shall have the right to one vote.

41. ASSOCIATIONS:

41.1. Without limiting the generality of Article Thirty-Nine (39) of the By-Law, the Board of Directors shall have the power to appoint or constitute one or more Associations, consisting of one or more Voting Members, which shall act as governing bodies within any or all Provinces for the purpose of providing and realizing amateur auto sport affiliation with the various governmental amateur sports Federations; such associations shall, in carrying out their functions on behalf of ARMS, be subject at all times and directly responsible to the Board of Directors of ARMS, and shall be guided by the rules, regulations, By-Laws and Charter of ARMS and of the National ASN for Canada as appointed by FIA.

42. INDEMNIFICATION OF DIRECTORS:

42.1. Every Director of Officer of ARMS and their heirs, executors, administrators and other legal personal representatives shall from time to time be indemnified and saved harmless by ARMS from and against any liability and all costs, charges and expenses that they sustains or incur in respect of any action, suit or proceeding proposed or commenced against them in respect of the execution of the duties of their office, and all other costs, charges and expenses that they sustain or incur in respect of the affairs of ARMS; provided always, that none of the foregoing shall apply in respect of any matter occasioned by an act or omission of a Director or Officer which is willful and wrongful nor shall it apply to any liability that they may have to ARMS itself for breach of any duty owing by them to ARMS.



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43. INDEMNIFICATION OF MEMBERS:

43.1. Without limiting the generality of the provisions concerning same contained in the Letters Patent or otherwise determined by law, every member of ARMS, their heirs, executors, administrators, successors of assigns, shall from time to time be indemnified and saved harmless to the extent and subject to the same exception as above, in Article Forty -Two (42) of the By-Law; in respect of any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or left undone by them while acting for or on behalf of ARMS with proper authority so to do in connection with any of the activities of ARMS.

44. SIGNING OFFICERS:

44.1. All deeds, transfer, contracts, bonds, debentures and other documents requiring execution by ARMS may be signed by the President and the Secretary or any one or more Directors as the Board may otherwise authorize, from time to time, by resolution. Save as aforesaid, or as otherwise provided in the By- Laws of ARMS or as normally requisite in carrying out the activities of ARMS, no Director, Officer, Agent or Employee has power or authority to bind ARMS by any contract or engagement or to pledge its credit. It is the duty of a Director of ARMS who is in any way, whether directly or indirectly, interested in a contract or a proposed contract with ARMS to declare their interest at a meeting of the Board, and, except as permitted by the laws governing ARMS, to refrain from voting in respect of any contract or proposed contract in which such Director is so interested, and otherwise to observe the provisions of such laws.

45. FISCAL YEAR:

45.1. The fiscal year end of ARMS shall be the last day of September in each year, or other such day determined by resolution of the Board.

46. BOOKS AND RECORDS:

46.1. The Board of Directors shall cause all necessary books and records as required by law to be kept regularly and properly, and all minute books containing the minutes of meetings of the Board and of ARMS shall at all times be open for inspection by any voting Member and any Director of ARMS. All financial records and books of account shall at all times be open for inspection by the Reviewer or Auditor, if one is appointed, and any Director of ARMS.

47. REVIEW OF BOOKS OF ACCOUNT:

47.1. If the Board of Directors requires a review of the Books of Account, they may appoint a qualified individual or professional to complete the review or audit. The Reviewer may not be a member of the Board of Directors, appointee (in another capacity) of the Board of Directors, or employee of the Board of Directors of ARMS.

47.2. The Board of Directors shall decide and approve the scope of the review, but at a minimum it should include the following:

47.2.1. Review of Bank Reconciliations,

47.2.2. Review the classification of receipts and expenditures,

47.2.3. Other items as directed by the Board of Directors.

47.2.4. Produce a written report clearly stating the review actions taken and summary conclusions of the review.

47.3. The Reviewer shall report to the Board of Directors in a timely manner regarding the items reviewed.

47.4. The Board of Directors shall report to the Membership of ARMS the results of each Review of Accounts.



ATLANTIC REGION MOTOR SPORTS GENERAL BY-LAWS

48. **BANKING:**

48.1. The banking business of ARMS shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution, and all such banking business or any part thereof shall be transacted on behalf by such one or more officers and/or other persons as the Board may by resolution direct, including, the operation of ARMS accounts, the making, signing, endorsing, drawing, accepting, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money, the giving of receipts for and orders relating to any property of ARMS, the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto, and the authorization of any officer of such banker to do any act or thing on ARMS' behalf to facilitate such banking business.

49. **EMBLEM:**

49.1. The following is a description of the "Emblem" used by the Atlantic Region Motor Sports Inc.: (1) a stylized "A" - represents the Atlantic Region; (2) Checkered Flag - represents Motor sport; (3) Maple Leaf - represents Canada; (4) 3 Blue Bars - symbolizes the water surrounding Atlantic Canada; (5) 4 Green Bars - symbolizes the 4 Atlantic Provinces; (6) Upper Blue Bars - symbolizes the sky. This "Emblem" shall appear on all Club stationary and reports. This "Emblem" was designed by Mr. Howard Currie of the Moncton Motor Sport Club for a contest sponsored by the Atlantic Region Motor Sports in November 1992.

50. **EVENTS:**

50.1. All events shall be organized and conducted in accordance with the rules and regulations of ARMS.

51. **HANDBOOK:**

51.1. The Board of Directors will be responsible for the production and maintenance of a Regional Handbook and/or supplements and Calendar, containing such rules and regulations, information to members and to the public, calendar of events, summaries of the duties, privileges and powers of Directors, Officers and Members, and such other information as the Board may deem fit, and shall distribute the said Handbook to its members desiring same, with or without charge.

52. **BY-LAWS:**

52.1. The Board of Directors may, from time to time, enact or pass By-Laws not contrary to law or the charter of ARMS, but every such By-Law (excepting such a By-Law as the provisions of the laws governing ARMS require to be sanctioned, approved or confirmed by the Voting Members before becoming effective) and every repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a Special General Meeting of ARMS duly called for that purpose, shall only have force and effect until the next Annual General Meeting of ARMS, and in default of confirmation thereat shall, as and from that time only, cease to be in force. In all of the foregoing cases, and where not otherwise stipulated by law or by Letters Patent or By-Laws of ARMS, a two-thirds (2/3) majority of ARMS in General Meetings is required.

53. **PROXY:**

53.1. Every member, as represented by an official delegate, shall have the number of votes as defined in Article Six (6) or Article Seven (7) of the by-laws (as appropriate) and no more. A member may, by means of written Proxy, appoint a proxy holder, who must be a member of a member club, to attend and act at a specific meeting of members in the manner and to the extent authorized by the proxy. All decisions will be passed by a simple majority of all members present in person or represented by proxy and voting, unless these By-Laws indicate otherwise.



ATLANTIC REGION MOTOR SPORTS GENERAL BY-LAWS

53.2. Member Clubs can be represented by Proxy. A Member Club shall not carry more than one (1) Proxy at any one (1) Meeting. Members of Member Clubs can be represented at Discipline Workshops by Proxy. A Member of a Member Club shall not carry more than three (3) Proxy Votes at any one (1) Discipline Workshop. The Presiding Chair of any Meeting shall not be able to exercise the Proxy Voting rights in their possession.

53.3. PROXY WORDING:

I, _____ being a Full Member in good standing of the (Club): _____ and the Atlantic Region Motor Sports Inc., (ARMS) as of October 31 _____ hereby appoints _____ a member in good standing of _____ (Club) and the Atlantic Region Motor Sports Inc., (ARMS) as my (our) Proxy Holder with full power of substitution to attend, vote and act on my (our) behalf in respect to any and all items of business that may arise at the Atlantic Region Motor Sports Inc., (ARMS) ~~Annual~~ General Meeting and the Kart, Race, Rally and Solosport Discipline Workshops. The undersigned has the right to delete any portion of this Proxy.