

CANADIAN RACE COMMUNICATION ASSOCIATION

EXTRACT FROM LETTERS PATENT

GENERAL BY-LAWS

RULES AND REGULATIONS

February 2005

EXTRACT FROM LETTERS PATENT

Canadian Race Communication Association,

A body corporate and politic without share capital, for the following purpose and objects, namely:

- (a) to promote safety at motor sports events in Canada;
- (b) to provide a marshalling and communications service;
- (c) to provide a lap scoring and timing service
- (d) to provide a crowd control service for all aspects of motorsport;
- (e) to provide a supply of safety equipment and all other facilities necessary to the proper operation of a motorsport event and to promote it's correct use;
- (f) to provide an opportunity for social events and for the organization of motorsport meetings;
- (g) to provide an opportunity for the promotion of safety through appropriate ways and means in new developments and aspects of motorsport in Canada;
- (h) to create a corporation with foregoing objects that shall be a democratic, non-sectarian and non-political organization.

The operations of the Corporations may be carried on throughout Canada and elsewhere.

The head office of the Corporation will be situated in the Township of Etobicoke, in the Province of Ontario.

And it is hereby ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at the special general meeting of the members duly called for considering the by-law, the Directors of the Corporations may from time to time:

- (a) borrow money upon credit of the Corporation;
- (b) limit or increase the amounts borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) mortgage, hypothecate, charge or pledge all or any of the real personal property, undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any other liabilities of the Corporation.

Nothing in this clause limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

And it is further ordained and declared that the business of the Corporation shall be carried on without pecuniary gain to its members and that any profits and other accretions to the Corporations shall be used in promoting it's objects.

Given under the seal of the office of the Secretary of State of Canada at Ottawa this twelfth day of September, one thousand nineteen hundred and sixty two.

CANADIAN RACE COMMUNICATIONS ASSOCIATION

GENERAL BY-LAWS

CORPORATE SEAL

1. The seal of the corporation shall be in such form as shall be prescribed by the provisions directors of the corporation and shall have the words "CANADIAN RACE COMMUNICATIONS ASSOCIATION" endorsed thereon.

CONDITIONS OF MEMBERSHIP

2. BY-LAW 2 becomes BY-LAW 40, Approved by the Secretary of State March 8, 1965
3. The membership fee shall be as established from time to time by the Board of Directors.
4. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.
5. Any member may be required to resign by a vote of three-quarters of the members present, or represented by proxy, at a special meeting. Notice specifying the intention to pass such a resolution shall be given in writing to each member at least seven days prior to the meeting.

HEAD OFFICE

6. BY-LAW 6 becomes BY-LAW 41. Approved by the Secretary of State March 8, 1965
7. The corporation may establish such other offices and agencies elsewhere within Canada, as the Board of Directors may deem expedient by resolution.

BOARD OF DIRECTORS

8. BY-LAW 8 becomes BY-LAW 42. Approved by the Secretary of State November 17, 1965.
9. The Board of Directors shall be divided into two classes to be known respectively as Classes "A" and "B", each of said Classes to be composed of three directors each. At the first annual general meeting of the members of the Corporation following the approval of the Minister of Consumer and Corporate Affairs to this By-Law No. 47, six Directors shall be so elected in Classes as aforesaid; the Class "A" Directors shall be so elected for a term of two years; and the Class "B" Directors shall be so elected at the outset for a term of one year. At each general meeting of the Corporation subsequent to the aforesaid meeting, one Class of the Directors so created and to be elected

as aforesaid, shall retire from office pursuant to the expiry of the term for which such Class shall have been elected in accordance with the foregoing provisions, and as each Class of Directors retires from office, as aforesaid, the Director or Directors of such Class to be elected to replace the Director of Directors so retiring shall be elected for a term of two years.

Retiring Directors shall be eligible for re-election to the Board of Directors if otherwise qualified and retiring Directors shall continue in office until their successors shall have been duly elected or appointed.

10. The office of director shall be automatically vacated:
 - a) if a director shall resign his office by delivering a written resignation to the Secretary of the corporation.
 - b) if he is found to be a lunatic or becomes of unsound mind.
 - c) if he becomes bankrupt or suspends payment or compounds with his creditors
 - d) if at a special general meeting of the members a resolution is passed by three quarters of the members present or represented by proxy at the meeting that he be removed from office. Notice specifying the intention to pass such resolution shall be given in writing to each member at least seven days prior to the meeting.
 - e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the directors may by resolution fill the vacancy with a person in good standing on the books of the corporation as a member who shall hold office only until the next following annual general meetings of members at which meeting of the members shall elect a Director to fill the said vacancy for the unexpired portion, if any, of the term of the Director whose ceasing to be a Director caused such a vacancy.
11. Meetings of the Board of Directors may be held at any time and place determined by the directors provided that five days' notice of such meeting shall be sent in writing to each director.
12. Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board. Such fixed sum may be paid to the directors as the members may, by resolution, determine, provided that nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.
13. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected.

14. The directors may exercise all such powers of the corporation as are not by The Companies Act or by these by-laws required to be exercised by the members at general meetings.
15. Upon election at the first annual meeting of members, the Board of Directors then elected shall replace the provisional directors named in the letters patent of the corporation.
16. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporations the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation.
17. The Board of Directors shall take such steps as they may deem requisite to enable the corporation to receive donations and benefits for the purpose of furthering the objects of the corporation.

OFFICERS

18. The officers of the Corporation shall be the President, the Vice-President, the Treasurer and the Secretary. Any of the aforesaid offices shall be automatically vacated:
 - (a) if the officer shall resign his office by delivering a written resignation to either the Secretary or the President of the Corporation;
 - (b) if he is found to be a lunatic or becomes of unsound mind;
 - (c) if the officer becomes bankrupt or suspends payment to or compounds with his creditors;
 - (d) if at a special general meeting of members a resolution is passed by three-quarters of the members present in person or represented by proxy at the meeting that the officer be removed from office. Notice specifying the intention to pass such a resolution shall be given in writing to each member at least seven days prior to the meeting;
 - (e) on death of the office holder;

provided that if a vacancy shall occur in the offices of President or Vice-President for any reason contained in this paragraph the Directors may by resolution fill the said vacancy with another qualified person who shall hold office only until the next following annual general meeting of members, at which meeting the members shall elect an officer to fill the said vacancy for the unexpired portion, if any, of the term of the officer whose ceasing to be an officer caused such vacancy.”

Any officer who resigns his office shall be eligible for reelection to any other office, if otherwise qualified

19. The President shall be elected from among the Class "A" Directors and the Vice-President shall be elected from among the Class "B" Directors. At the first annual meeting of the members of the Corporations following the approval of the Minister of Consumer and Corporate Affairs to this By-Law No. 47, the President shall be elected for a term of two years and the Vice-President shall be elected for a term of one year. At each subsequent annual general meetings of the members of the Corporation the President or the Vice-President, as the case may be, shall retired from office pursuant to the expiry of his term and as each such officer retires from office, as aforesaid, his successor shall be elected to replace him for a term of two years.

Officers retiring at the expiry of their term shall be eligible for re-election if otherwise qualified and a President or Vice-President retiring at the expiry of his term shall continue in office until his successor shall have been duly elected in his stead.

Officers of the Corporation other than the President or Vice-President shall be appointed at the first meeting of the Board of Directors following each annual meeting of members, or at the first meeting of the Board of Directors following any vacancy which may arise.

20. There shall also be the honorary office of Immediate Past President.
21. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
22. The remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by members, then the remuneration to such officers, agents and employees shall cease to be payable from the date of such meetings of members.
23. DELETED see by-law 47

DUTIES OFFICERS

24. The President shall be the chief executive officer of the corporation. He shall preside at all meeting of the corporation and of the Board of Directors. He shall have the general and active management of the business of the corporation. He shall see that all orders and resolutions of the Board are carried into effect and he or the Vice-President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and other

documents requiring the signatures of the officers of the corporation. He shall have deciding vote whenever there shall be an equal division on any question.

25. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board. If there is no President or Vice-President, or if at a meeting neither of them is present, the members shall choose one of their members to be Chairman.
26. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation and in such depositories as may be designated by the Board of Directors from time to time. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the corporation. He shall also perform such other duties as may from time to time be determined by the Board. He shall give the corporation as bond in sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the corporation in case of his death, registration, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind of possession or under his control belonging to the corporation. He shall deposit all funds in a Chartered Bank of Canada approved by the Executive Committee. He shall pay all moneys payable by the corporation by cheque signed by him and countersigned by the President and no cheque shall under any circumstances be signed in blank.
27. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as they may be named in the resolution.

MEETINGS

28. The annual meeting of the members of the corporation shall be held at the head office of the corporations or elsewhere in Canada as the Board of Directors may designate, on the 2nd Friday in January at the hour of eight-thirty o'clock in the afternoon, unless such time and date shall be changed by the Board of Directors. At such meeting the members shall receive a report of the directors

29. Seven days' prior written notice shall be given to each member of any annual or special general meeting of members. Two members present in person at the meeting constitute a quorum. Each member present at the meeting shall have the right to exercise one vote. Notice of meetings shall be given to the members through ordinary mail addressed to the members at their places of abode as they appear on the books of the company.

AMENDMENT OF BY-LAWS

30. The by-laws of the corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at the meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until approval of the Secretary of State has been obtained.
31. A member may appoint as his proxy any other member to vote at any annual or special general meeting
32. At all meetings of members of the corporation every question shall be determined by a majority of votes unless otherwise specifically provided by the Companies Act or by these by-laws.
33. The financial year of the Corporation shall end on the 31st day of October each year.

AUDITORS

34. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

35. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two of the President, Vice-President, and/or Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.
The directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of corporation when required may be affixed to contracts, documents, and instrument in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

RULES AND REGULATIONS

36. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.
37. In these by-laws the singular shall include the plural and the plural the singular; the masculine shall include the feminine.
38. .
39. .
40. There shall be four classes of membership, namely, Honorary Membership, Provisional Membership, Ordinary Membership and Life Membership.
 - (i) Honorary Membership shall be granted by resolution of the Board of Directors. The Honorary Members shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of the corporations; they shall not participate in any distribution of the property of the corporation; and they shall not be required to pay any membership fees or dues;
 - (ii) Provisional Members shall be granted to those persons who are permitted to act as apprentice marshals by the Board of Directors until they have been accredited by the C.A.S.C. as marshals at the first C.A.S.C. sanctioned Marshals' School following the filing of an application for membership. The Provisional Members shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of the corporation; they shall not participate in any distribution of the property of the corporation; and they shall pay annual and other membership dues in accordance with the provisions of the by-laws of the corporation in that behalf from time to time in force;
 - (iii) Ordinary Membership shall be granted to those persons who have been accredited by the C.A.S.C. as marshals and whose applications for admissions as members have received the approval of the Board of Directors. The Ordinary Members shall be entitled to one vote per member at all meeting of the Corporation; they shall be entitled to participate in any distribution of the property of the corporation upon dissolution of the Corporation; they shall pay annual and other membership dues in accordance with the provisions of the by-laws of the corporation in that behalf from time to time in force.
 - (iv) Life Membership shall be granted by resolution of the Board of Directors on a case-by-case basis, with consideration given to the member's standing, contributions to the success of the club and number of CRCA-sanctioned events marshalled. The Life Members shall have all the rights, privileges, obligations, and liabilities of Ordinary Members save and except,

notwithstanding anything to the contrary contained in the By-Laws of the Corporation, Life Members shall not be required to pay annual dues or other membership dues.

41. The Head office of the Corporation shall be located in the Township of Tyendinaga in the Province of Ontario.
42. The property and business of the Corporation shall be managed by a Board of six directors of whom two shall be the President and the Vice-President. A majority shall constitute a quorum. The board may on literature of the corporation be designated as a Board of Governors. The qualification of a director shall be a person in good standing on the books of the Corporation as an Ordinary Member.
43. Approved by the Secretary of State March 9, 1968.
Be it enacted and it is hereby enacted as a by-law of the Canadian Race Communications Association (hereinafter call the company) as follows:

- a) The by-laws of the company be and the same are hereby amended as follows:

By-law No.5 – by deletion of the words “at an annual meeting” and the substitution therefore of the words “present, or represented by proxy, at a special meeting. Notice specifying the intention to pass such a resolution shall be given in writing to each member at least seven days prior to the meeting.”

By-law No.10 – by the addition of words “or represented by proxy” between “members present” and “at the meeting that”, and by the addition of words “Notice specifying the intention to pass such resolution shall be given in writing to each member at least seven days prior to the meeting.” After the words “removed from office.”

By-law No.18 – by deletion of the words “a President, Vice-President,” and the substitution therefore of the words “the President, the Vice-President,” and by the addition of the words “The offices of Treasurer or Secretary shall be automatically vacated, (a) if an appointed officer shall resign his office by delivering a written resignation to the President of the Corporation. (b) if by resolution of the Board it is passed that he be removed from office.” after the words “and the Secretary.”

By-law No.19 – by the deletion of the words “The President and Vice-President shall be elected at the annual meeting of members. The other officers of the corporation shall be appointed at the first meeting of the Board of Directors following each annual meeting of members.”, and the substitution therefore of the words “The President, Vice-President and Directors shall be as elected at the annual meeting of members. The other officers of the corporation shall be appointed at the first meeting of the Board of Directors following each annual meeting of members, or at the first meeting of the Board of Directors following any vacancy which may arise.”

By-law No.25 – by deletion of the words “In the absence of both the President and Vice-President the powers of the President shall be vested in a member of the Executive Committee.” and the substitution therefore of the words “If there is no President or Vice-President, or if at a meeting neither of them is present, the members shall choose one the their members to be Chairman.”

By-law No.29 – by the addition at the end of the said by-law of the following “Notice of meetings shall be given to the members through ordinary mail addressed to the members at their places of abode as they appear on the books of the company.”

By-law No.35 – by deletion of the words “Secretary or Honorary Secretary”, and the substitution therefore of the words “and/or Secretary”

By-law No.42 – by deletion of the words “a majority shall constitute a quorum. The Board may on literature of the corporation be designated as a Board of Governors.”, and substitution there for of the words “two shall be the President and the Vice-President. A majority shall constitute a quorum. The board may on literature of the corporation be designated as a Board of Governors. The qualification of a director shall be a person in good standing on the books of the Corporation as an Ordinary Member.”

44.

45. Approved by the Secretary of State September 13, 1971.
BE IN ENACTED and it is hereby enacted as By-law of the Canadian Race Communications Association (hereinafter called the “Corporation”) as follows:

- a) No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporations shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporations shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty or willful default.
- b) Every director or officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

(i) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and

(ii) all other costs, charges and expenses that he sustains or incurs or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

- c) All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.
46. Received Ministerial Approval as of January 25, 1973.
BE IT ENACTED and it is hereby enacted as a By-law of the Canadian Race Communications Association (herein after called the "Corporation") as follows:

- a) The By-laws of the Corporation be and the same are hereby amended as follows:

By-law No. 40, Section (iii) - by deletion of the words "and who have the current membership of any CASC affiliated club".

- b) All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.
47. Received Ministerial approval as of November 26, 1975.
BE IT ENACTED and it is hereby enacted as a By-law of Canadian Race Communications Association (herein after called the Corporation) as follows:

1. The By-laws of the Corporation be and the same are hereby amended as follows:

- (i) By-law No. 9 - By the deletion thereof in its entirety and the substitution therefore of the following:

"9. The Board of Directors shall be divided into two classes to be known respectively as Classes "A" and "B", each of said Classes to be composed of three directors each. At the first annual general meeting of the members of the Corporation following the approval of the Minister of Consumer and Corporate Affairs to this By-Law No. 47, six Directors shall be so elected in Classes as aforesaid; the Class "A" Directors shall be so elected for a term of two years; and the Class "B" Directs shall be so elected at the outset for a term of one year. At each general meeting of the Corporation subsequent to the aforesaid meeting, one Class of the Directors so created and to be elected as aforesaid, shall retire from office pursuant to the expiry of the term for which such Class shall have been elected in accordance with the foregoing provisions, an as each Class of

Directors retires from office, as aforesaid, the Director or Directors of such Class to be elected to replace the Director of Directors so retiring shall be elected for a term of two years.

Retiring Directors shall be eligible for re-election to the Board of Directors if otherwise qualified and retiring Directors shall continue in office until their successors shall have been duly elected or appointed.”

(ii) By-law No. 10 - By the deletion of the period appearing at the end of the said By-law and the addition at the end of the said By-law of the following:

“who shall hold office only until the next following annual general meetings of members at which meeting of the members shall elect a Director to fill the said vacancy for the unexpired portion, if any, of the Director whose ceasing to be a Director caused such a vacancy.”

(iii) By-law No. 13 - By the deletion in it’s entirety of the second sentence thereof reading as follows:

“A director shall hold office until the next annual meeting of members following his election or appointment.”

(iv) By-law No. 18 - By the deletion thereof in it’s entirety and the substitution therefore of the following:

“18. The officers of the Corporation shall be the President, the Vice-President, the Treasurer and the Secretary. Any of the aforesaid offices shall be automatically vacated:

(a) if the officer shall resign his office by delivering a written resignation to either the Secretary or the President of the Corporation;

(b) if he is found to be a lunatic or becomes of unsound mind;

(c) if the officer becomes bankrupt or suspends payment to or compounds with his creditors;

(d) if at a special general meeting of members a resolution is passed by three-quarters of the members present in person or represented by proxy at the meeting that the officer be removed from office. Notice specifying the intention to pass such a resolution shall be given in writing to each member at least seven days prior to the meeting;

(e) on death of the office holder;

provided that if a vacancy shall occur in the offices of President or Vice-President for any reason contained in this paragraph the Directors may by resolution fill the said vacancy with another qualified person who shall hold office only until the next following annual general meeting of members, at which meeting the members shall elect an officer to fill the

said vacancy for the unexpired portion, if any, of the term of the officer whose ceasing to be an officer caused such vacancy.”

Any officer who resigns his office shall be eligible for reelection to any other office, if otherwise qualified.”

- (v) By-law No.19 - By the deletion thereof in its entirety and the substitution thereof of the following:

“19. The President shall be elected from among the Class “A” Directors and the Vice-President shall be elected from among the Class “B” Directors. At the first annual meeting of the members of the Corporation following the approval of the Minister of Consumer and Corporate Affairs to this By-Law No. 47, the President shall be elected for a term of two years and the Vice-President shall be elected for a term of one year. At each subsequent annual general meetings of the members of the Corporation the President or the Vice-President, as the case may be, shall retire from office pursuant to the expiry of his term and as each such officer retires from office, as aforesaid, his successor shall be elected to replace him for a term of two years.

Officers retiring at the expiry of their term shall be eligible for re-election if otherwise qualified and a President or Vice-President retiring at the expiry of his term shall continue in office until his successor shall have been duly elected in his stead.

Officers of the Corporation other than the President or Vice-President shall be appointed at the first meeting of the Board of Directors following each annual meeting of members, or at the first meeting of the Board of Directors following any vacancy which may arise.”

- (vi) By-law No.23 - By the deletion thereof in its entirety reading as follows: “The officers of the Corporation shall hold office for one year and until their successors are elected or appointed in their stead.”

- (vii) By-law No. 28 - By the deletion of the words “shall elect a Board of Directors and” appearing after the word “members” in the second sentence of the said By-law.

- (viii) By-law No. 33 - By the deletion thereof in its entirety and the substitution thereof of the following:

“33. The financial year of the Corporation shall end on the 31st day of October each year.”

2. All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.

SCHEDULE "B"

CANADIAN RACE COMMUNICATIONS ASSOCIATION

RULES AND REGULATIONS

The following Rules and Regulations are passed under the by-laws of the Corporation, and are to serve as a guide in the establishment and organization of any and all divisions of the Corporation all of which divisions are intended to have similar internal organizations.

EXECUTIVE

1. Any division established by the Corporation shall have the same executive as the Corporation, save and except the Ontario division which shall have it's own executive. Each division shall have a Manager, an Assistant Manager, a Treasurer and a Secretary and each shall be an agent of the Corporation under the provisions of By-law numbered 21.
2. The officers of a division may be elected by the members of the Corporation in the area comprising the division, but shall not take office nor have any authority until they have been duly appointed by a resolution of the Board of Directors of the Corporation.
3. The officers of a division may be elected at the same time as the directors of the Corporation are elected.

BANKING

1. A division shall conduct all banking business with the bank used by the Corporation and may keep on hand reasonable amount of cash for operating expenses. The directors may by resolution specify the maximum amount of moneys that any division may have on hand, in which case any surplus shall be forwarded to the branch of the bank used by the Corporation.

COMMITTEES

The following shall be committees of the Corporation which shall have chairmen:

1. Properties:
The Properties Chairman who shall have custody of all the properties owned by the Corporation which shall include but not be limited to logo-wear and trophies.
2. Membership:
The Membership Chairman who shall keep current lists of names, addresses and telephone numbers of all members of the Corporation.

3. Services:
The Services Chairman who shall be responsible for the summoning of members to race meets and keeping of attendance records of such members thereat.
4. Education:
The Education Chairman who shall be responsible for the proper training of applicants and provisional members so that they may qualify for ordinary membership in the Corporation.
5. Social:
The Social Chairman who shall be responsible for the organization of all social functions of the Corporation.
6. Recruiting:
The Recruiting Chairman who shall be responsible for all recruiting functions of the Corporation.
7. General
 - (a) Any Chairman above referred to may appoint as many assistants as he may deem necessary to help him better perform his duties.
 - (b) Any division may or may not have all the above committees as such division shall in its sole discretion see fit.

DIVISIONS

1. The Corporation shall supply to each division a "Manual for Division Operations" which contains the usual procedures to be followed by the division and copies of the standard forms to be used by the division. This manual shall be an official publication of the Corporation and shall be used for more detailed guidance, so that the standards and techniques of marshalling by the Corporation across Canada may be uniform.
2. Each division shall elect its division officers annually at any time on or before the 15th day of February of every year.
3. Each division shall furnish the Head Office of the Corporation with such reports, inventories and statements as may from time to time be requested of it by the Head Office.

CANADIAN RACE COMMUNICATION ASSOCIATION

AMENDMENTS TO GENERAL BY-LAWS

Amendments to By-Laws of the Canadian Race Communications Association during 1965.

BY-LAW 2 becomes BY-LAW 40, Approved by the Secretary of State March 8, 1965

There shall be four classes of membership, namely, Honorary Membership, Provisional Membership, Ordinary Membership and Life Membership.

- (i) remains as is
- (ii) “ “ “
- (iii) “ “ “
- (iv) Life Membership shall be granted by resolution of the Board of Directors. The Life Members shall have all the rights, privileges, obligations, and liabilities of Ordinary Members save and except, notwithstanding anything to the contrary contained in the By-Laws of the Corporation, Life Members shall not be required to pay annual dues or other membership dues.

BY-LAW 6 becomes BY-LAW 41. Approved by the Secretary of State March 8, 1965.

The Head office of the Corporation shall be located in the Municipality of Metropolitan Toronto in the Province of Ontario.

BY-LAW 8 becomes BY-LAW 42. Approved by the Secretary of State November 17, 1965.

The property and business of the Corporation shall be managed by a Board of six directors of whom a majority shall constitute a quorum. The Board may on literature of the corporation be designated as Board of Governors.

Amendments to the By-Laws of the Canadian Race Communications Association during 1968.

BY-LAW 43 – Approved by the Secretary of State March 9, 1968.

Be it enacted and it is hereby enacted as a by-law of the Canadian Race Communications Association (hereinafter call the company) as follows:

1. The by-laws of the company be and the same are hereby amended as follows:

By-law #5 – by deletion of the words “at an annual meeting” and the substitution therefore of the words “present, or represented by proxy, at a special meeting. Notice specifying the intention to pass such a resolution shall be given in writing to each member at least seven days prior to the meeting.”

By-law #10 – by the addition of words “or represented by proxy” between “members present” and “at the meeting that”, and by the addition of words “Notice specifying the intention to pass such resolution shall be given in writing to each member at least seven days prior to the meeting.” After the words “removed from office.”

By-law #18 – by deletion of the words “a President, Vice-President,” and the substitution therefore of the words “the President, the Vice-President,” and by the addition of the words “The offices of Treasurer or Secretary shall be automatically vacated, (a) if an appointed officer shall resign his office by delivering a written resignation to the President of the Corporation. (b) if by resolution of the Board it is passed that he be removed from office.” after the words “and the Secretary.”

By-law #19 – by the deletion of the words “The President and Vice-President shall be elected at the annual meeting of members. The other officers of the corporation shall be appointed at the first meeting of the Board of Directors following each annual meeting of members.”, and the substitution therefore of the words “The President, Vice-President and Directors shall be as elected at the annual meeting of members. The other officers of the corporation shall be appointed at the first meeting of the Board of Directors following each annual meeting of members, or at the first meeting of the Board of Directors following any vacancy which may arise.”

By-law #25 – by deletion of the words “In the absence of both the President and Vice-President the powers of the President shall be vested in a member of the Executive Committee.” and the substitution therefore of the words “If there is no President or Vice-President, or if at a meeting neither of them is present, the members shall choose one the their members to be Chairman.”

By-law #29 – by the addition at the end of the said by-law of the following “Notice of meetings shall be given to the members through ordinary mail addressed to the members at their places of abode as they appear on the books of the company.”

By-law #35 – by deletion of the words “Secretary or Honorary Secretary”, and the substitution therefore of the words “and/or Secretary”

By-law #42 – by deletion of the words “a majority shall constitute a quorum. The Board may on literature of the corporation be designated as a Board of Governors.”, and substitution there for of the words “two shall be the President and the Vice-President. A majority shall constitute a quorum. The board may on literature of the corporation be designated as a Board of Governors. The qualification of a director shall be a person in good standing on the books of the Corporation as an Ordinary Member.”

Amendments to the By-Laws of the Canadian Race Communications Association during 1971.

By-Law 45 – Approved by the Secretary of State September 13, 1971.

BE IN ENACTED and it is hereby enacted as By-law of the Canadian Race Communications Association (hereinafter called the “Corporation”) as follows:

1. No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporations shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporations shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty or willful default.
2. Every director or officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
 - b) all other costs, charges and expenses that he sustains or incurs or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.
3. All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.

Amendments to the By-Laws of the Canadian Race Communications Association during 1973:

By-law 46 – Received Ministerial Approval as of January 25, 1973.

BE IT ENACTED and it is hereby enacted as a By-law of the Canadian Race Communications Association (herein after called the “Corporation”) as follows:

1. The By-laws of the Corporation be and the same are hereby amended as follows:

By-law No. 40, Section (iii); by deletion of the words “and who have the current membership of any CASC affiliated club”.

2. All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.

Amendments to the By-Laws of the Canadian Race Communications Association during 1975.

By-law 47 – Received Ministerial approval as of November 26, 1975.

BE IT ENACTED and it is hereby enacted as a By-law of Canadian Race Communications Association (herein after called the Corporation) as follows:

1. The By-laws of the Corporation be and the same are hereby amended as follows:

(a) By-law No. 9 By the deletion thereof in its entirety and the substitution therefore of the following:

“9. The Board of Directors shall be divided into two classes to be known respectively as Classes “A” and “B”, each of said Classes to be composed of three directors each. At the first annual general meeting of the members of the Corporation following the approval of the Minister of Consumer and Corporate Affairs to this By-Law No. 47, six Directors shall be so elected in Classes as aforesaid; the Class “A” Directors shall be so elected for a term of two years; and the Class “B” Directs shall be so elected at the outset for a term of one year. At each general meeting of the Corporation subsequent to the aforesaid meeting, one Class of the Directors so created and to be elected as aforesaid, shall retire from office pursuant to the expiry of the term for which such Class shall have been elected in accordance with the foregoing provisions, an as each Class of Directors retires from office, as aforesaid, the Director or Directors of such Class to be elected to replace the Director of Directors so retiring shall be elected for a term of two years.

Retiring Directors shall be eligible for re-election to the Board of Directors if otherwise qualified and retiring Directors shall continue in office until their successors shall have been duly elected or appointed.”

(b) By-law No. 10: By the deletion of the period appearing at the end of the said By-law and the addition at the end of the said By-law of the following:

“who shall hold office only until the next following annual general meetings of members at which meeting of the members shall elect a Director to fill the said vacancy for the unexpired portion, if any, of the Director whose ceasing to be a Director caused such a vacancy.”

(c) By-law No. 13: By the deletion in it’s entirety of the second sentence thereof reading as follows:

“A director shall hold office until the next annual meeting of members following his election or appointment.”

(d) By-law No. 18: By the deletion thereof in its entirety and the substitution therefore of the following:

“18. The officers of the Corporation shall be President, the Vice-President, the Treasurer and the Secretary. Any of the aforesaid offices shall be automatically vacated

(a) if the officer shall resign his office by delivering a written resignation to either the Secretary or the President of the Corporation;

(b) if the officer shall resign his office by delivering a written resignation to either the Secretary or the President of the Corporation;

(c) if the officer becomes bankrupt or suspends payment to or compounds with his creditors;

(d) if at a special general meeting of members a resolution is passed by three-quarters of the members present in person or represented by proxy at the meeting that the officer be removed from office. Notice specifying the intention to pass such a resolution shall be given in writing to each member at least seven days prior to the meeting;

(e) on death of the office holder;

provided that if a vacancy shall occur in the offices of President or Vice-President for any reason contained in this paragraph the Directors may by resolution fill the said vacancy with another qualified person who shall hold office only until the next following annual general meeting of members, at which meeting the members shall elect an officer to fill the said vacancy for the unexpired portion, if any, of the term of the officer whose ceasing to be an officer caused such vacancy.”

Any officer who resigns his office shall be eligible for reelection to any other office, if otherwise qualified.”

(e) By-law No.19: By the deletion thereof in its entirety and the substitution therefore of the following:

“19. The President shall be elected from among the Class “A” Directors and the Vice-President shall be elected from among the Class “B” Directors. At the first annual meeting of the members of the Corporation following the approval of the Minister of Consumer and Corporate Affairs to this By-Law No. 47, the President shall be elected for a term of two years and the Vice-President shall be elected for a term of one year. At each subsequent annual general meetings of the members of the Corporation the President or the Vice-President, as the case may be, shall retire from office pursuant to the expiry of his term and as each such officer retires from office, as aforesaid, his successor shall be elected to replace him for a term of two years.

Officers retiring at the expiry of their term shall be eligible for re-election if otherwise qualified and a President or Vice-President retiring at the expiry of his term shall continue in office until his successor shall have been duly elected in his stead.

Officers of the Corporation other than the President or Vice-President shall be appointed at the first meeting of the Board of Directors following each annual meeting of members, or at the first meeting of the Board of Directors following any vacancy which may arise.”

(f) By-law No.23: By the deletion thereof in it’s entirety reading as follows:
“The officers of the Corporation shall hold office for one year and until their successors are elected or appointed in their stead.”

(g) By-law No. 28: By the deletion of the words “shall elect a Board of Directors and” appearing after the word “members” in the second sentence of the said By-law.

(h) By-law No. 33: By the deletion thereof in it’s entirety and the substitution therefore of the following:

“33. The financial year of the Corporation shall end on the 31st day of October each year.”

2. All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.

Amendments to the By-laws of the Canadian Race Communications Association during 2004.

By-law 41 – Corporations Canada letters Ref: 034980-1 dated 20 May 2004 and 23 June 2004 acknowledge change of place of head office and civic address.

1. The By-laws of the Corporation be and the same are hereby amended as follows:

By-law 41 amended as follows: substitute “in the Municipality of Metropolitan Toronto”, with “in the Township of Tyendinaga”

2. All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.

Amendments to the By-Laws of the Canadian Race Communications Association during 2005.

By-law 48 – Received Ministerial approval as of February 14, 2005.

BE IT ENACTED and it is hereby enacted as a By-law of Canadian Race Communications Association (herein after called the Corporation) as follows:

1. The by-laws of the Corporation be and the same are hereby amended as follows:
 - a. By-law No. 18. (e) – by the substitution of the words “the directors may be” with “the directors may by”, and with the addition of the words, “of the term of”, following the words, “for the unexpired portion, if any,”
 - b. By-law No. 40. (iv) – by the deletion of the first sentence, “Life Membership shall be granted by resolution of the Board of Directors,” and substitution with “Life Membership shall be granted by resolution of the Board of Directors on a case-by-case basis, with consideration given to the member’s standing, contributions to the success of the club and number of CRCA-sanctioned events marshalled.”
2. All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.