

SASKATOON KART RACERS CORP. (1992)
(SKR)

BYLAWS

Bylaws relating generally to the affairs of the Corporation

BYLAW I _ INTERPRETATION

1.1 In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

(a) "Act" means The Non-Profit Corporations Act of Saskatchewan, or its Successor, as from time to time amended;

(b) "Articles" means the Articles of Incorporation filed pursuant to the Act, as from time to time amended or restated;

(c) "Board" means the Board of Directors of the Corporation;

(d) "Corporation" means the Saskatoon Kart Racers Corp: (1992);

(e) "Members" means the members of the Corporation who are Members in good standing;

(f) "Voting Member" means a Member over 16 years of age who has attended at least one race event in the capacity of a racer, parent of a racer, or volunteer, within 90 days prior to the date upon which a motion is to be voted upon, or in the case of a vote held between the months of October and May in any year, means a Member over 16 years of age who has attended at least three race events in the capacity of a racer, parent of a racer, or volunteer, during the race season immediately preceding the vote. Every Member over the age of 16 is presumed to be a Voting Member, however, where any member raises the issue as to another members status as a Voting Member, the onus shall fall upon the Member to show that he or she is a Voting Member which question shall then be determined by the Board by Ordinary Resolution.

(g) "Ordinary Resolution" means a resolution passed by a majority of votes cast;

(h) "Special Resolution" means a resolution passed by two-thirds of votes cast.

(i) "Sanctioning Body" means "ASN Canada";

1.2 In the event of any question as to the meaning or interpretation of any Article of this or any other Bylaw of the Corporation, the interpretation of the Board of Directors shall be final and conclusive.

BYLAW 2 _ MEMBERSHIP

2.1 Membership shall be open to any individual. at least seven years of age that will be eight years of age prior to December 31st of the calendar year in which they want to become a Member.

2.2 Membership fees shall be paid annually for the term commencing April 1st and ending March 31st each year. Membership fees for a current year shall be 1/2 of the annual Membership fee for any Member joining the membership after 50% of the races have been completed.

2.3 Any individual that has paid the required fee, is not in financial debt to the Saskatoon Kart Racers Corp. (1992) and that has not had his or her Membership suspended or cancelled by the Board of Directors, shall be considered a Member in Good standing is entitled to the rights and privileges of membership, subject to the express limitations provided in these Bylaws.

2.4 Fees for Membership, the due date for the payment of fees, and classes of Membership shall be determined annually by the Board of Directors, subject to the approval of the membership at the Annual General Meeting.

2.5 Membership is not necessarily (but may be) required in order to partake in club events or to race in club races nor does Membership guarantee any Member the right to race in any club or club sanctioned race. Rather, the privilege of any individual to race in any club or club sanctioned race shall be determined subject to the rules and regulations of the Saskatoon Kart Racers Corp. (1992), its sanctioning body and insurer. Where a dispute arises as to whether an individual may race in any club or club sanctioned race, the decision of the Race Director as to whether the individual may race is final.

2.6 Memberships are non-transferable and can not be assigned.

2.7 A Membership card shall be issued to each Member.

2.8 In the calendar year there should be a minimum of seven monthly Meetings of the Members at a time and place to be determined by the Board of Directors. This monthly meeting is intended for the purpose of conducting normal Corporation business and is not a Special Meeting as defined in paragraph 6.3

2.9 All Members are entitled to vote on motions affecting the Corporation unless the motion to be voted upon is one specified in these bylaws to be voted on by the "Voting Members" or "Directors."

2.10 Memberships may be suspended and/or terminated by the Board of. Directors by special resolution of the Directors upon:

(a) The death of the Member;

(b) Unbecoming conduct by the Member, infraction of the rules and regulations of the Corporation, or a failure to act in the best interests of the Corporation.

Where a Membership is suspended or terminated by a special resolution of the Directors as a result of actions or inactions as described in paragraph 2.10(b) above, the decision of the Board of Directors, which must be provided with reasons in writing to the Member affected, shall stand until the next Board Meeting at which time the Board shall be afforded ten minutes to make its case in support of its decision to the Membership in attendance at the meeting. The Member who has been suspended or has had his or her Membership cancelled (the affected Member) will then have fifteen minutes to respond. Thereafter, each Member in attendance shall have up to three minutes to state their position. Thereafter, the affected Member will have five further minutes to respond. A vote as to whether the suspension or termination of the Membership shall stand will then be held among of Voting Members in attendance at the meeting. If the suspension or termination is not confirmed by special resolution the suspension or termination of Membership is immediately quashed. The decision of the Voting Members shall be final. The affected Member may apply for a reinstatement of Membership twelve months following a termination or suspension. Reinstatement shall be decided upon using the same process as set out above for the termination and or suspension of Membership. A person who has been banned from racing by any other racing club must make application to become a Member and, thereafter, the person's application will be treated as if he had been suspended by the Board with written reasons.

2.II Memberships may be suspended or terminated as a result of a racing incident. The process to suspend or terminate a Membership as a result of a racing incident must be commenced by way of complaint in writing by a party involved in or witnessing the incident (the Complainant). The written complaint must be addressed and delivered to the President within six days of the incident complained of. The President then must provide a copy of the written complaint to the affected Member at least seven days prior to any hearing or consideration of suspension or termination. The President must appoint a Disciplinary Committee consisting of one Board Member and three Members over the age of 18 who witnessed the incident by way of a draw of names of eligible Members. Neither the Complainant nor any Member involved in the incident nor any Member related to or associated with either the Complainant or any Member involved in the incident may sit on the Disciplinary Committee. For further clarification, a Member is related to or associated with another Member if they are members of the same family, including extended family, or if they have a common sponsor.

The Disciplinary Committee must then set a date for a hearing to determine whether the Membership shall be suspended or terminated. The appointed Board Member shall chair the hearing and is not entitled to vote upon the suspension or termination of the membership. The Complainant must appear at the hearing and will be afforded 15 minutes to state his or her case that the Membership should be cancelled. The Affected Member must then be afforded fifteen minutes to state his or her case in response. No other presentations are to be made and no-one other than the complainant and affected Member are entitled to speak at the hearing, however, any Member may attend the hearing.

The Disciplinary Committee will then determine what sanction if any should occur. The Disciplinary Committee may suspend a Membership for a period of up to three years or terminate a Membership permanently. A 2/3 vote in favor of a suspension is required to suspend a Membership for up to six months. A suspension of greater than six months or the termination of a membership requires the unanimous agreement of the Disciplinary Committee. Further, for the Disciplinary Committee to determine sanction extending longer than one year is appropriate, they must first conclude that the

actions of the Member were done with the intent to injure.

Harassment of the Disciplinary Committee by or at the direction of the affected Member is conduct unbecoming and is subject to the sanction set out in 2.10(b) above.

The decision of the Disciplinary Committee is final and there is no appeal.

2.12 A Member is not liable in his or her individual capacity for any debt or liability of the Corporation.

2.13 The objectives of the Corporation shall be carried out without pecuniary gain to its Members; and any profits or accretion of the Corporation shall be used in the promoting of its objectives.

BYLAW 3 _ BOARD OF DIRECTORS

3.1 The business of the Corporation shall be managed by a Board of Directors duly elected from the membership of the Corporation.

3.2 Directors shall be elected at the Annual General Meeting of the Corporation in such a manner as the Directors shall determine which may include the following:

President
Vice-President
Secretary
Treasurer
Race Registrar
Website Administrator
Director at Large x 4
Past President

3.3 The duties of the Directors are as follows:

President:

- . shall preside over meetings;
- . shall appoint committee chairpersons subject to paragraph 2.9;
- . shall be ex-officio member of all committees subject to paragraph 2.9;
- . shall be responsible to ensure that the corporation exists and operates in compliance with all local, provincial and federal laws;
- . shall ensure the completion of all tasks by all other Board members;
- . shall collect and present, or have presented, for approval, all reports from committee chairpersons.

Vice-President:

- . shall act in place of the President when the President is absent;
- . shall perform such duties as may be required by the President;

Secretary:

- . shall record the minutes of all meetings;
- . shall maintain a current roster of all members;
- . shall keep a record of all race events;
- . shall keep a record of the official track records;
- . shall present the minutes of the prior meeting at each succeeding meeting;
- . shall document the club's policies;
- . shall retain all paperwork and documentation, inter alia, membership applications, test results and medicals;
- . shall perform such duties as may be required by the President;

Treasurer:

- . shall collect dues from the members;
- . shall take in receipts from race fees from the race registrar;
- . shall deposit all monies in an official bank account of the Club that will require the signature of the President or Vice-President and the Treasurer on all cheques written against the account;
- . shall present a written detailed account of the above at regular meetings and required annual financial statements at the close of every fiscal year;
- . shall submit the annual filing including Director changes and financial statements to the Corporation lawyer on or before the 28th day of February following any given fiscal year of operations;
- . shall perform such duties as may be requested by the President.

Race Registrar:

- . shall ensure that all articles for raceday registration are present and in proper accordance to the stipulations of the sanctioning body;
- . shall preside over registration activities on each race day including issuing, receiving and signing all required paperwork, issuance of wristbands and receipt of race day funds;
- . shall ensure that proper personnel are present to work registration and lap counter for each raceday;
- . shall submit all race day funds to the treasurer for deposit at the completion of each race day;
- . shall perform such duties as may be requested by the President.

Website Administrator:

- . shall update all club information on the website and social media websites;
- . shall ensure all race results are posted in a timely manner;
- . shall ensure up-to-date club points standings are maintained;
- . shall administer the SKR discussion forum;
- . shall ensure the website is properly updated, maintained and secure;
- . shall perform such duties as may be required by the President.

Director at Large:

- . shall perform such duties as may be requested by the President.

Past President:

- . shall use expertise and past experience to assist and advise the current

President.

3.4 The Corporation shall enter into the Indemnity Agreement attached hereto as Schedule "A" with each and every Director forthwith upon their becoming a director of the Corporation and notwithstanding the date of execution and delivery of the Director's Indemnity Agreement, the term of the indemnity shall be conclusively deemed to commence on the day upon which the director first became a director of the Corporation.

BYLAW 4 _ ELECTION OF DIRECTORS

4.1 Directors shall be elected at the Annual General Meeting specifically to fill the offices listed in Bylaw 3.2.

4.2 Subject to Bylaw 4.3, Directors shall be elected to office for a 2 year term (it being the intention that one-half of the Directors' terms shall end on even years and one-half of the Directors' terms shall end on odd years so that not more than one-half of the Directors are retired in any one year).

4.3 The President and Vice-President shall be elected for a 1 year term, it being the intention that a person elected as Vice-President shall serve for one year as Vice-President, then progress to President for one year, and then serve as Past President for one year.

4.4 The Directors shall appoint a nominating committee of 3 members at least 30 days prior to the Annual General meeting, which committee shall endeavor to identify at least one nominee for each vacant office. Nominations will also be accepted from the floor at the Annual General Meeting.

4.5 Each individual member in good standing, 16 years of age or over, shall be entitled to one vote. If a member in good standing is not capable of attending the meeting in person, they may, at their discretion, fill out a proxy voting form (SKR provided form only) and give it to a member that will be in attendance. Any member in attendance at the AGM will be entitled to one vote for themselves and one vote for each proxy form that has been submitted. All members must declare prior to the election process that they have a proxy form and present it to the Board for review and approval. At such time as the SKR provided proxy form is verified by the President or Vice President, then that member will be entitled to one vote on behalf of the member who has filled out the required proxy voting form.

4.6 Participation in a meeting and voting by a Voting Member by telephone or other communication facilities is permitted where the Voting Member resides or is otherwise outside of the City of Saskatoon. It is required that all persons participating in the meeting be able to hear each other, and a Voting Member participating in the meeting by that means is deemed, for the purposes of the Act and these Bylaws, to be present at the meeting.

BYLAW 5 _ POWERS OF THE BOARD OF DIRECTORS

5.1 The Board shall have power to do all things necessary for the successful operation of the Corporation, and be empowered to:

(a) administer the funds of the Corporation in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Corporation, however, an expenditure in excess of \$500.00 requires the approval of the Voting Membership which may be obtained by Ordinary Resolution at any Regular Meeting of the Membership;

(b) expel any person or Member at any Meeting, for unbecoming conduct, or infraction of any of the rules and regulations of the Corporation;

(c) accept any resignation and appoint any Member of the Corporation to fill any vacancy occurring for the balance of the term of office or until the next Annual General Meeting at which time an election or appointment can be made to fill the position for the remaining term of office;

(d) ensure that the objectives of the Corporation are carried out and that the Corporation operates on a non-political, non-sectarian basis;

(e) appoint committees, either standing or temporary (ad hoc) and prescribe their duties, powers, and duration thereof;

(f) determine by Ordinary Resolution that a motion brought forward at a regular meeting of the membership proposes a significant change in the operations of the Corporation and, therefore, the motion can only be considered during a Special Meeting properly convened pursuant to paragraph 6.3. Where the Board determines that a motion proposes a significant change to the operations of the Corporation, the motion may only be voted upon by the Voting Membership.

(g) make such rules and regulations regarding racing and the use of the Corporation's, facilities, equipment, and supplies as it deems necessary.

5.2 Half the number of filled Directors positions plus one shall constitute a quorum to conduct meeting of the Board

5.3 Business meeting of the Board shall be conducted at least 5 times per year.

5.4 Only elected Directors of the Corporation (i.e., excluding ex-officio members of the Board) are entitled to vote at meetings of the Board.

5.5 Questions before the Board shall be determined by majority vote unless the vote is upon an issue that, pursuant to these bylaws, requires a Special Resolution.

5.6 Any Director of the Board who shall, for any reason, cease to hold office shall turn over to the Board all documents, records, books, funds, or Corporation property.

5.7 A Director is entitled to receive notice of and to attend and be heard at every meeting of the Board.

5.8 The Board may by Ordinary Resolution at any meeting suspend from the Board any Director who is absent for three consecutive meetings without having given a satisfactory explanation to the President, or who fails to carry out his or her duties as an elected officer. Such a suspension shall continue until the Director's removal from office is considered by the Board as prescribed in 5.9.

5.9 Any Director may be removed from office by ordinary Resolution of the Members present at a Special Meeting or Annual General Meeting.

BYLAW 6 _ MEETINGS

6.1 There shall be an Annual General Meeting of the Corporation in each calendar year to be held in the month of October, the date to be fixed by the Board.

6.2 The Annual General Meeting is open to all Members in good standing.

6.3 In addition to the Annual General Meeting, a Special Meeting of the Members of the Corporation shall be held in the following circumstances:

(a) when deemed advisable by the Board of Directors;

(b) when requested in writing by not fewer than 10 Voting Members. The request must clearly state the nature of the business proposed to be transacted at such meeting. The meeting shall be held not less than 30 and not more than 45 days after receiving the request.

6.4 Notice of the time and place of an Annual or Special Meeting shall be sent to all Members not less than 15 days or more than 30 days before the meeting and all notices of a Special Meeting shall state specifically the business proposed to be discussed at the Special Meeting and no other business shall be transacted.

6.5 Not fewer than 10 Voting Members shall constitute a quorum of an Annual/Special meeting of the Corporation.

6.6 The order of business for the Annual General Meeting shall be:

(a) Notice of the meeting;

(b) Approval of the Agenda;

(c) Minutes of the previous Annual General Meeting to be read and adopted;

- (d) Business arising from Minutes of previous Annual General Meeting;
- (e) Correspondence;
- (f) Reports of the Board of Directors and Committees;
- (g) New Business, including proposed membership fees for the subsequent year;
- (h) Election of Officers; and
- (i) Adjournment.

6.7 All meetings of the Board of Directors shall be open to Members but presentation of motions and voting rights shall be restricted to members of the Board. A meeting of the Board of Directors is not a meeting as proscribed in paragraph 2.8, being the regular meeting of the members.

6.8 Meetings of the membership are to be held as proscribed in paragraph 2.8. The purpose of these meetings is to inform the membership of events and news of which they should be aware and to discuss issues related to Kart racing. Members may put forward motions at membership meetings dealing with the normal business of the Corporation, including incurring expenditures exceeding \$500, however, where the Board of Directors determines pursuant to paragraph 5.1(f) that a motion brought forward proposes a significant change in the operations of the Corporation, the motion can only be considered during a Special Meeting properly convened pursuant to paragraph 6.3.

BYLAW 7 _ FINANCIAL AFFAIRS

7.1 All fees, revenues and grants paid to the Corporation shall be held in accounts kept in the name of the Corporation at such financial institutions as the Board may determine, and all financial obligations incurred by the Board in the name of the Corporation shall be paid there from.

7.2 All cheques, drafts and other negotiable or non-negotiable instruments shall be sufficiently signed when signed by either the President or Vice President and the Treasurer.

7.3 All property of the Corporation shall be the responsibility of the Board and the Board shall see that a correct inventory of property is kept.

7.4 The fiscal year of the Corporation shall be January 1 - December 31.

7.5 The Board may, before the end of each fiscal year, appoint an auditor or accountant who is not a member of the Board. It shall be the duty of the auditor or accountant to examine all books and records of the Corp. and prepare a financial statement of the Corporation to be submitted to the Board at a Membership meeting before the end of the Fiscal year.

7.6 A monthly, written financial statement shall be presented at each meeting of the Board.

7.7 Directors shall seek three estimates when considering purchases exceeding \$200.00. All things being equal, the Directors shall purchase from the lowest bidder, however, if there are other specifications such as quality of the product and/or delivery dates which vary between the bidders, any bid may be accepted at the Board's discretion.

7.8 No Director or officer of the Corporation shall have the power to pledge the credit of the Corporation or to enter into a contract or an agreement on behalf of the Corporation, unless the transaction has been approved by at least two members of the Board and the President, or, in the case of an obligation or contractual liability in excess of \$500.00, by the members at an Annual General meeting,

7.9 The Corporation may, where deemed necessary, waive, reduce or rebate activity fees of any Member.

7.10 Where a Director has a material interest in any contract proposed for the Corporation, the Director must disclose the interest forthwith to the other Directors and may not vote on any resolution or motion involving or associated with the contract.

BYLAW 8 _ COOPERATION WTTTH OTHER ORGANZATIONS

8.1 The Corporation shall cooperate with other Karting organizations and may, subject to the Articles and Bylaws of the Corporation, do such things as it considers necessary in cooperation with those organizations.

BYLAW 9 _ AMENDMENTS

9.1 Directors may, by Special Resolution, make, amend or repeal any Bylaws that regulate the activities of the Corporation.

9.2 Bylaws, amendments or repeals are effective from the day of the Special Resolution of the Directors.

9.3 All changes in Bylaws must be presented to the next meeting of the Voting Members, who may, by Ordinary Resolution, confirm, reject or amend the Bylaws, amendments or repeals.

9.4 Proposed changes and./or changes to the Bylaws must be detailed in the notice of the next monthly meeting of the Voting Members.

BYLAW 10 _ SANCTIONING BODY

10.1 NOTWITHSTANDING ANYTHING OR ANY OTHER SECTION IN THESE BYLAWS the Sanctioning Body of the Corporation can only be changed subject to Bylaw 10.

10.2 The Corporation must abide by all of the rules and regulations of its Sanctioning Body and its insurer.

10.3 The Corporation may terminate its relationship with the Sanctioning Body and affiliate itself with a different sanctioning body.

10.4 The Sanctioning Body of the Corporation may only be changed by Special Resolution of the Voting Members in attendance at an Annual General Meeting or Special Meeting of the Voting Members.

10.5 Any ten Voting Members may serve upon the President a written request for a Special Meeting to bring forward a motion to change the Sanctioning Body. The written request must stipulate reasons as to why it is urgent to change the sanctioning body and in particular the request must set out a prima facie case that the Corporation is in risk of not being able to insure its races and must describe the proposed new sanctioning body. The President then must call an emergency meeting of the Board of Directors within 48 hours of receiving such a written request. The Board of Directors will then vote upon a motion to hold a Special Meeting of the Voting Members to bring forward a motion to change the Sanctioning Body. If the motion passes by 2/3 of the Directors in attendance at the emergency meeting, a special meeting of the Voting Members will be held within the next 48 hours and all Members will receive one phone call from the Secretary to advise of the Special Meeting. Members are encouraged and

requested to contact members with whom they have the most contact to confirm they are aware of the Special Meeting. A motion will then be brought forward at the Special Meeting to change the Corporation's sanctioning body to that set out in the written notice. If the Motion passes by more than 2/3 of the Voting Members in attendance at the meeting, the sanctioning body shall be changed. If the motion is defeated by more than 2/3 of the Voting Members in attendance at the Special Meeting, the signatories to the written request may not be signatories to another written request for a Special Meeting to change the Sanctioning Body within 36 months of the original request.

10.6 If at any race it is admitted in writing by the executive of the current Sanctioning Body to the President of the Corporation that the Sanctioning Body can no longer provide insurance for racing, or if the Corporation's insurer at the time states in writing that the Corporation's insurance is cancelled or otherwise permanently not in effect, an emergency vote by Ordinary Resolution of the Voting Members can be held to appoint an alternative sanctioning body.

10.7 Nothing in this section prevents a motion to change the Sanctioning Body from being brought at an Annual General Meeting and paragraph 10.4 does not apply to such a motion.

10.8 Where the sanctioning body is changed pursuant to Bylaw 10, paragraph 1.(i) will automatically be amended to refer to the new sanctioning body.

10.9 A quorum to change the sanctioning body pursuant to Bylaw 10, but for pursuant to paragraph 10.5, is 75% of the Voting Members.

BYLAW 11 _ DISPERSAL OF ASSETS

11.1 In the event that SKR ceases operations, all remaining assets will be sold and the proceeds shall be donated to a charitable organization. The charity will be selected by a majority vote of the Board of SKR.

Amended on this 28th day of July, 2014.