

CANADIAN VINTAGE MOTORCYCLE GROUP

1883 Concession 2 Road West
Lynden, Ontario L0R 1T0

NOTICE OF ANNUAL MEETING OF MEMBERS

The Annual Meeting of Members of the Canadian Vintage Motorcycle Group (the "CVMG") will be held by Zoom on Saturday, June 25, 2022, at 1:00 p.m. (Eastern Daylight Time) for the following purposes:

1. to receive the report of the directors and the financial statements of the CVMG for the financial year ended December 31, 2021, together with the report of the Certified Internal Auditor;
2. to elect directors and officers;
3. to appoint a public accountant for the current year and to authorize the directors to fix his remuneration;
4. to approve the budget for the 2022 membership year, which includes
 - a. the annual fees for Full and Associate Members (plus the postage supplement for hard copy newsletter, and for mailing outside of Canada), and
 - b. the mileage rate, and maximum reimbursement for National Executive travel,as required by sections 13(a), 16(a), and 17(e) of CVMG Policy, Organization and Rules;
5. to approve CVMG's membership application to the Canadian Motorcycle Association (as required by section 25(b) of the Policy, Organization and Rules);
6. to approve By-law 2022-001 which amends the existing By-law to to change the method of advance voting at meetings of members from proxy to advance ballot, and to adjust the numbering of the sections of the General By-law to make all numbering sequential (see Schedule A of Information Circular for text);
7. to transact such further and other business as may properly come before the meeting or any adjournment thereof.

The CVMG will make a Zoom link available for members to attend by Zoom. Attendance by Zoom will be considered to be presence at the meeting. If you wish to attend the meeting, **please register** online (link through the *Events* page [cvmg.ca/Events] or from the *AMM page* [cvmg.ca/AMM]) or phone Betty Anne Clark (416-561-5626).

DATED at Barrie, Ontario, this April 9, 2022

By Order of the Board of Directors,
Chris Ness
President

All Members (Regular, Associate and Honourary Life) are entitled to vote at the meeting in person or by proxy. Proxies are to be received by CVMG prior to 5:00 p.m. (Eastern Daylight Time) on Thursday, June 23 2022 – by electronic link to an on-line proxy form (CVMG.ca/AMM), by scanning a completed proxy form and sending it by email (proxies@CVMG.ca), or by mailing a completed proxy form to the address at the top of this Notice. If it is **not** your intention to be present at the meeting, please exercise your right to vote by promptly signing, dating and returning the proxy in one of those ways.

Please Note:

1. You have two options on the Proxy form to name your proxy holder;

Option A - Choose the named appointee of the Board of Directors

- allows an appointed Board member to act on your behalf
- they will vote on the items listed on the proxy form, based on what you check on the form, and, if you do not give instructions, for any items the board has listed as its preferred choice.
- All votes will be tabulated by the scrutineers.

Option B - Write in the name of another person

- allows you to name a different person as proxy holder.
- allows that person, if they are present at the meeting, to vote on your behalf
- you are responsible for giving them a copy of the form
- you are responsible for making sure they understand your instructions
- they are responsible for submitting your vote at the meeting – your vote **will not** be tabulated by the scrutineers prior to the meeting

2. ALL Proxy Forms must be submitted to the CVMG to be registered.

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**INFORMATION CIRCULAR
BOARD OF DIRECTORS SOLICITATION**

This Information Circular is provided in connection with the solicitation of proxies by and on behalf of the Board of Directors of the Canadian Vintage Motorcycle Group (the "CVMG") for use at the Annual Meeting of Members of the CVMG to be held at the time and place and for the purposes set out in the accompanying notice of meeting. In addition to the use of mails, and email, proxies may be solicited by officers and directors of the CVMG personally or by telephone. The cost of such solicitation, if any, will be borne by the CVMG.

If you appoint the named appointees in Option A of the form of proxy (who are directors and officers of the CVMG), they will follow your instructions for voting on your behalf.

In you do not give instructions, they will vote as the board favours, as set out under the various headings in this Circular. The board does not favour any candidates in elections where there is more than one candidate named in the proxy, notice and information circular – if you do not express a preference no vote will be cast on that election.

The form of proxy gives discretionary authority to the persons appointed with respect to amendments or variations to matters identified in the notice of meeting and with respect to other matters which may properly come before the meeting. If matters which are not now known should properly come before the meeting, the membership represented by the proxy will be voted on such matters in accordance with the best judgment of the person voting it.

A member may appoint some other person to represent him at the meeting either (1) by marking box "B" and inserting the name of such person in the blank space provided in the form of proxy or (2) by completing another proxy in a form similar to the enclosed (with or without instructions). That person must attend the meeting and vote on each issue for your vote to be counted.

Proxies should be sent in one of three ways:

1. Use the electronic link (CVMG.ca/AMM) or look on the website for Annual Meeting Materials and fill out a proxy form on-line (you will receive a confirmation copy);
2. Scan the completed proxy and send it by email to proxies@CVMG.ca; or
3. Mail a hard copy to the CVMG at the above address.

Please do not send the proxy by more than one method.

Completed proxy forms to be used at the forthcoming Annual Meeting of Members **must be received by the CVMG prior to 5:00 p.m. (Eastern Daylight Time) on Thursday, June 23, 2022.**

REVOKING A PROXY

A member executing the enclosed form of proxy has the power to revoke it. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing deposited at the registered office of the CVMG at any time up to and including the last business day preceding the day of the meeting or any adjournment thereof at which the proxy is to be used, or with the chairman of such meeting on the day of the meeting or adjournment thereof, and upon either of such deposits the proxy is revoked.

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

No person who has been a director or senior officer of the CVMG since January 1, 2021, and no person who is a proposed nominee for election as a director of the CVMG and no associate of any such director, senior officer or proposed nominee has any material interest, direct or indirect, in any matter to be acted upon at the meeting except as may hereinafter be disclosed.

MEMBERSHIP AND VOTING IN THE CVMG

At this date, there are 2,346 voting members of the CVMG. Full Members, Associate Members and Honorary Life Members all have the right to vote.

The CVMG will appoint two scrutineers to tabulate proxies and to take attendance at the meeting. The scrutineers will be obliged to keep confidential the voting instructions of individual members, and to report the information as to voting instructions only as totals.

ELECTION OF DIRECTORS AND OFFICERS

The following information relates to the election of directors and officers of the CVMG and to the persons proposed to be nominated for election as directors. These are the persons for whom the Board of Directors has received completed nomination forms.

The Board presently consists of 9 directors who are elected to a two-year term. Approximately one-half of the Board is elected in each year. Each director so elected will hold office until the second annual meeting of members following his or her election, or until his or her successor is duly elected or appointed. The memberships represented by proxies solicited by and on behalf of Board of Directors of the CVMG will be voted to elect as directors and officers of the CVMG the persons named below as indicated at the "Status" heading. If a vacancy occurs in the list of the proposed nominees, the discretionary authority given to the proxies hereby solicited will be exercised to vote such proxies for the election of another person as a director, and, if applicable, officer. The Board

of Directors is not presently aware that any of such nominees will be unwilling to serve as a director, if elected.

The following information is given concerning each person proposed to be nominated for election as a director:

President

Name and Office Held (or to be held): Chris Ness, **President**
Director (and Officer) since: October 2, 2015
Municipality of residence: Barrie, ON
Status: Incumbent – the Board of Directors favours a vote "For".

Statement from Chris Ness:

If re-elected, I will continue to fulfill the office of President of the CVMG, which I have held since 2018. Growing up on a large dairy farm in Quebec taught me the value of hard work and pride in a job well done. The only change is that there are vintage motorcycles in the stable now instead of Ayrshires. Care and maintenance is required.

The National Executive provides care and maintenance to this group. The officers elected to the NE discuss issues and make necessary decisions – decisions they hope will insure growth and longevity for the CVMG. This is one way to give back, to pay it forward. Please consider joining our team as it is rewarding.

Vice President

Name and Office Held (or to be held): John Tankard, **Vice President**
Director (and Officer) since: June 17, 2018
Municipality of residence: Winnipeg, MB
Status: Incumbent – the Board of Directors favours a vote "For".

Statement from John Tankard:

John has been a CVMG member since 1995. During this time John has most recently served two terms as Vice-President. He previously served as Regalia Sales Coordinator and in most recent years as a member of the Paris Rally Committee. John and his wife, Lilian, live in Winnipeg, Manitoba where John's love for riding motorcycles started as a small boy with his father who was an avid motorcyclist. John's son now rides making three generations of motorcyclists in his family. His riding days came to an abrupt end in 2012 when his vision was compromised, but that same love is the drive keeping him involved with CVMG. John has actively participated in the CVMG and wants to continue as Vice President, helping to carry the CVMG forward.

Membership Secretary

Name and Office Held (or to be held): Janet Ness, **Membership Secretary**
Director (and Officer) since: October 3, 2020
Municipality of residence: Barrie, ON
Status: Incumbent – the Board of Directors favours a vote "For".

Statement from Janet Ness:

Janet has been a member of the CVMG for more than twenty years now. This will be her second term as Membership Secretary. She learned to ride a motorcycle in 2005 and loves her Yamaha ttr 125. Piloting a motorcycle on today's busy roads is not her desire; she happily leaves that task to her husband Chris who has been riding since 1968. Her favourite bike for a short hop is the 1981 Suzuki GS1100 - longer distances will find them aboard a 1986 GL1200 Aspencade. Janet retired from full time teaching in 2005. Since then she has engaged her artistic side by painting in acrylics and watercolours. This has led to her leading Zoom workshops for her far away friends. She is the resident vocalist with The Baytowne Big Band. Janet loves directing Broadway musicals for local community theater and appearing on stage from time to time.

In 2011 Janet volunteered to help the Paris Rally Committee. Her PRC work involves contacting, organizing and assigning the many volunteers needed to make the rally run smoothly each year. She enjoys being in touch with members in this way as well as through her position as Membership Secretary.

Director (with no specified office)

Name and Office Held (or to be held): Brock Hansler, **Director**
Director (and Officer) since: October 3, 2020
Municipality of residence: Maple, ON
Status: Incumbent

Statement from Brock Hansler

Brock Hansler has been around since 1951, confirming his place in the "vintage community". He began riding at the age of 15 and has been collecting and riding motorcycles ever since. His favourite cycles are the Bultaco Metralla Mk2, BSA Rocket III and BMW RT 1100. Throughout his career he has been employed in printing, the courts, ordnance manufacture, a trade (elevator service), custom painting, service management and software design. Today his hobbies are photography, cabinetry, and of course, motorcycle touring and restoration.

Brock has been a CVMG member since the late 1990's and currently holds the office of Vice-President, GPR section. He was instrumental in that section joining forces with the Ontario Historical Society and continues as liaison. Recently Brock volunteered to lead the committee reviewing and suggesting revisions to the Policy, Organization and Rules. As well, he has put time and efforts into the support of motorcycle education programs across Canada, another NE initiative.

In the past Brock raced with the VRRR for 10 years and will be returning to racing this year. Educating the public about the CVMG at various Toronto area motorcycle shows has always been one of his passions. Three of Brock's restorations have won awards at Ontario Concours events: 1970 Triumph Bonneville, 1974 H1 Kawasaki, 1972 Norton Commando. He contributes to the CVMG newsletter occasionally.

Brock hopes to continue promoting the CVMG through his position of Director.

COMPENSATION OF DIRECTORS AND OFFICERS

In accordance with the requirements of the Canada Not-for profit Corporations Act, the directors are not paid for the duties of their position beyond reimbursement of expenses.

APPOINTMENT OF PUBLIC ACCOUNTANT

The Board of Directors of the CVMG proposes to nominate Nuss Jomha, CPA and Certified Internal Auditor, 1420 Breckenridge Drive, Edmonton, AB T5T 6R6, as public accountant of the CVMG to hold office until the next annual meeting of members. Under the Canada Not-for-profit Corporations Act, the CVMG is required to appoint a public accountant each year.

Under the statute, the public accountant is required to produce a "Review Engagement Report" for the CVMG, unless a full audit is required by the members. For the 2022 fiscal year, a Review Engagement Report will be prepared. This is in accordance with the decision of the Board of Directors to move to a three-year cycle of two Review Engagement Reports, followed by an Internal Audit Report. The 2023 fiscal year will likewise have a Review Engagement Report. The 2024 fiscal year will have an Internal Audit Report. The memberships represented by proxies solicited by and on behalf of the Board of Directors of the CVMG will be voted in favour of the appointment of Nuss Jomha as public accountant of the CVMG.

APPROVAL OF BUDGET, ANNUAL FEES AND EXECUTIVE EXPENSE

Section 13(a) and 16(a) of CVMG Policy, Organization and Rules ("PO&R") requires the approval, by a simple majority of members voting at the meeting, of the budget for the 2021 membership year (calendar 2021). This will be available at the website cvmg.ca starting May 15, 2021. It will also be published in the June 2021 edition of the newsletter.

The PO&R document is available on the website or by contacting the Correspondence Secretary at secretary@CVMG.ca or phone.

You are also being asked to approve, as part of the budget, setting the annual fees for Full Members at \$40.00, and for Associate Members at \$5.00, with a postage supplement of \$12.00 for a hard copy of the newsletter, \$24 if mailed to an address outside of Canada. These rates remain unchanged from the past membership year. This approval of rates is required by section 13(a) of the PO&R.

You are also being asked to approve, as part of the budget, the mileage rate at \$0.35* per km., and the maximum reimbursement for National Executive travel at \$4,000* [which has not changed from the prior year]. The PO&R sets out who is entitled to reimbursement of mileage and other travel expenses. The National Executive is made up of the Board of Directors, plus appointed and *ex officio* advisory members. This approval of expense amounts is required by section 17(e) of the PO&R.

The memberships represented by proxies solicited by and on behalf of the Board of Directors of the CVMG will be voted in favour of the approval of the budget.

APPROVAL OF CMA MEMBERSHIP

The Board of Directors recommends that the CVMG maintain its membership in the Canadian Motorcycle Association. Under section 25(b) of the Policy, Organization and Rules, all relationships with other motorcycling associations must be approved at each Annual Members' Meeting. The memberships represented by proxies solicited by and on behalf of the Board of Directors of the CVMG will be voted in favour of the approval of the application for membership in the Canadian Motorcycle Association.

BY-LAW AMENDMENT

The Board of Directors has decided that the CVMG will benefit from a system of advance voting by ballot, instead of the current proxy system. The President has previously sent out a letter describing why this change is being made.

Essentially, it is a simpler system, which allows direct voting by all members. Historically, you could only vote at a meeting if you were absent by sending another person as your proxy holder. They stood in your shoes and could do anything you could do. Under securities laws, there have been a lot of changes to try to make sure anyone signing a proxy form knows exactly what they are doing, which got a bit complicated. The new legislation (the Canada Not-for-profit Corporations Act) now allows members to be given an advance ballot which they can submit directly. It simplifies the counting of ballots, and it means you do not have to appoint anyone as proxy in order to vote.

If members wish to solicit other members to vote on particular issues, this can still be done.

By-law 2022-01 was passed by the Board on March 13, 2022. A copy is attached as Schedule A to this Information Circular. This By-law also includes some numbering corrections to the existing by-law.

In order to take effect, By-law 2022-01 must be approved by a special resolution at the Members' Meeting (a 2/3 majority of all votes cast). Any further amendments to this section (absentee voting) of the General By-law would likewise need such a special majority.

The memberships represented by proxies solicited by and on behalf of the Board of Directors of the CVMG will be voted in favour of the approval of By-law 2022-1, either with or without variation, unless the Member instructed otherwise.

CERTIFICATE

The Board of Directors of the CVMG knows of no matters to come before the Annual Meeting of Members other than the matters referred to in the notice of the Annual Meeting of Members.

The contents of this Information Circular and its distribution have been approved by the Board of Directors of the CVMG.

DATED April 9, 2022

By Order of the Board

Chris Ness
President

Schedule A – By-law 2022-1

By-law Number 2022-1, being a by-law amending the General By-law 1015-1, as previously amended, to change the method of advance voting at meetings of members from proxy to advance ballot.

Background

The Directors have determined that the advance ballot system of voting permitted under the Canada Not-for-profit Corporations Act would be a simpler and more effective method of absentee voting than the current proxy system. This is the purpose of section 1 of this By-law.

The Directors have also decided that, as a matter of good housekeeping, the numbering system of the General By-law requires adjustment to make all numbering sequential. This is the purpose of section 2 of this By-law.

Now therefore be it resolved that:

1. Subsection 2.05 of SECTION 2 - MEMBERSHIP, entitled "Proxy Voting at Members' Meetings" is hereby deleted, and the following inserted in its place:

2.05 Advance Ballot by Mail or Electronic Means at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

2. The numbering of sections in the general by-law is hereby amended to make all section numbers sequential.

Old	New	Old	New	Old	New
1.05	1.04	4.03	4.01	4.08	4.06

1.07	1.05	4.04	4.02	4.09	4.10
1.08	1.06	4.05	4.03	8.02	8.01
2.03	2.02	4.06	4.04	8.03	8.02
2.05	2.03	4.07	4.05		

By-law 2022-1 was passed by the directors on March 13, 2022, and approved by a special resolution of the members June *, 2022, to take effect on the date of approval.