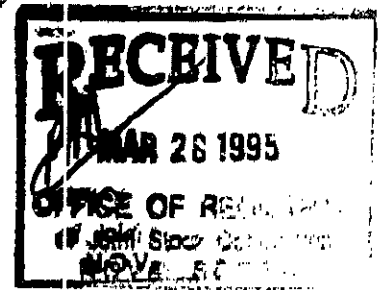


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MEMORANDUM OF ASSOCIATION
OF

BRITISH AUTOMOBILE TOURING ASSOCIATION OF NOVA SCOTIA

1. The name of the Society is British Automobile Touring Association of Nova Scotia.
2. The objects of the Society are to promote the enjoyment and preservation of classic British-made automobiles and to encourage fellowship amongst the owners and admirers of such classic automobiles by:
 - (a) organizing and promoting gatherings of classic British-made automobiles and their owners and admirers;
 - (b) promoting the sharing of information about preservation and restoration of automobiles among members by holding meetings of the membership, gatherings, and by distributing information;
 - (c) acquiring real and personal property (e.g. a trailer) and to use such property for the realization of the objects of the Society;

I HEREBY CERTIFY that this is a true copy of a document filed in the office of the Registrar of Joint Stock Companies on the 28 day of March, 201995

A. Elliott
Registrar of Joint Stock Companies

Dated 23 day of April, 2003

1 *Mar 28/95*
REGISTERED & FILED

(d) buying, owning, holding, leasing, mortgaging, selling and conveying such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society (e.g.: a trailer; storage facilities);

3. The Society is a non-profit organization. The Society shall be carried on without purpose of pecuniary gain to any of the members. Any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects. The Society shall not carry on any trade, industry, or business.

4. If the Society ceases to operate, is wound up, or is dissolved leaving any property remaining after satisfaction of all its debts and liabilities, the remaining property shall be paid or delivered to some other charitable organization in Canada, having objects similar to those of the Society.

5. The Society will conduct its activities within the area of the Province of Nova Scotia.

6. The Registered Office of the Society shall be located at 74 Riverside Drive, Waverley, NS B0N 2S0.

We the several persons whose names, addresses, and occupations are subscribed, desire to be formed into a Society, in pursuance of this Memorandum of Association.

DATED at Wolfeville, Nova Scotia, this 1st day of February A.D., 1998

NAME

ADDRESS

OCCUPATION

V. J. Page Jr
V. J. PAGE

Box 1283 Wolfeville
(11 SUMMER STREET)

Postal Clerk

Gerald Hill
GERALD HILL

P.O. Box 192 Waverley N.S.
(43 ELMRIDGE DR.)

Railway Mail

[Signature]
PATRINEY

10 WOODBROOK AVE, HAL, NS Business Owner

R. Hamilton
R. HAMILTON

P.O. Box 202 Waverley NS
(74 SILVERSIDE DRIVE)

Instructor

Tessy Murphy
TRESSY MURPHY

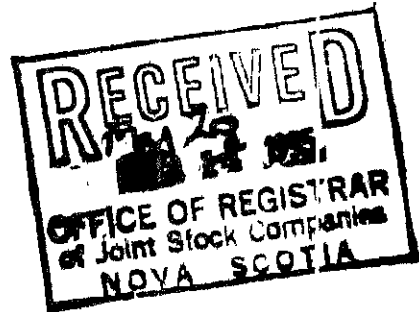
162 Bluff Rd Annapolis

Acadia University Post Master

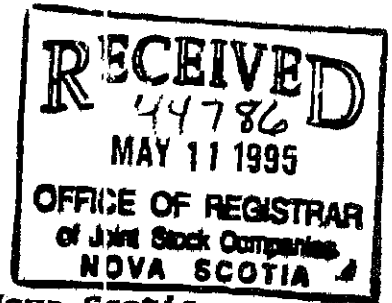
[Signature]
to the
above signatures
GEOFF MUIRTREY

Box 55 Kentville NS
(20 WEBSTER COURT)

Article Law Clerk



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British Automobile Touring Association of Nova Scotia

CERTIFICATE

SPECIAL RESOLUTIONS

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT the Incorporating By-Laws of the Society dated March 28, 1995 are repealed and that the annexed By-Laws are adopted in their place.

I certify that the foregoing was unanimously passed as a special resolution of British Automobile Touring Association of Nova Scotia at a meeting of the Society held at Wolfville, Nova Scotia, on May 3, 1995 by the members of the Society entitled to vote as were present in person at the meeting that was duly called and convened for the purpose of passing this resolution.

May 8, 1995.

Bob Hamilton

Bob Hamilton,
Secretary

I HEREBY CERTIFY that this is a true copy of a document filed in the office of the Registrar of Joint Stock Companies on the 11 day of May, 201995

D. Elliott
Registrar of Joint Stock Companies

Dated 23 day of April, 2003

May 11/95
REGISTERED & FILED

BYLAWS**OF****British Automobile Touring Association of Nova Scotia**

1. In these Bylaws unless there be something in the subject or context inconsistent therewith:
 - (a) "Society" means British Automobile Touring Association of Nova Scotia;
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these Bylaws, and none others, shall be members of the Society, and their names shall be entered in the Registrar of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.

4. (a) Every member of the Society shall be entitled to attend any meeting of the Society.

(b) Only full members of the Society shall be entitled to vote at any meeting of the Society, and to hold any office.
5. Membership in the Society shall not be transferable.
6. (a) Any person who supports the objects of the Society and contributes to the support of the Society an amount determined by the Directors from time to time is eligible for full or associate membership as defined by paragraphs 6(b) and (c).

(b) Any person who complies with paragraph 6(a) and is the registered owner of a British-made automobile is eligible for full membership. The Directors may require proof of registration of ownership before granting a full membership.

(c) Any person who complies with paragraph 6(a) but is not the registered owner of a British-made automobile, or who chooses not to be a full member, is eligible for associate membership.
7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.

8. The Board of Directors may create special classes of membership from time to time including Honourary Memberships and Lifetime Memberships on such conditions as they determine to be appropriate.
9. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, the member resigns his or her membership, or if the member ceases to qualify for membership in accordance with these Bylaws.

FISCAL YEAR

10. The fiscal year of the Society shall be the period from May 1 in any year to April 30 in the next year.

MEETINGS

11. The annual general meeting of the Society shall be held within ninety days of the end of each fiscal year of the Society.
12. An extraordinary general meeting of the Society may be called by the Chairperson or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least 25 percentum of full members of the Society.

13. At least 7 days notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be publicised by the Secretary. Notice may be given, but is not required to be given, by regular post. Any notice shall be deemed to have been given at the time of publication, or, if given by post, at the time when the letter containing the same would be delivered in the ordinary course of post. The non-receipt of any notice by any full member shall not invalidate the proceedings at any general meeting.
14. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- Minutes of preceding general meeting;
 - Consideration of the annual report of the Directors;
 - Consideration of the financial statements;
 - Election of directors for the ensuing year;
 - Approval of budget;
 - Appointment of Auditors.
15. All other business transacted at an annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

16. No business shall be transacted at any meeting of the Society unless a quorum of full members is present at the commencement of such business and such quorum shall consist of 20 percentum of the full members.
17. If within one-half hour from the time appointed for the meeting, a quorum of full members is not present, the meeting, if convened upon the requisition of the full members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the full members then present shall direct and if at such adjourned meeting a quorum of full members is not present, it shall be adjourned indefinitely.
18.
 - (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;
 - (b) If there is no Chairperson or if the Chairperson is not present at any general meeting, the Vice-Chairperson shall preside as Chairperson;
 - (c) If there is no Chairperson or Vice-Chairperson or if the Chairperson or or Vice-Chairperson is not present at any general meeting, the full members present shall choose someone of their number to be Chairperson.
19. The Chairperson shall have no vote unless there is an equality of votes; then the Chairperson shall have the casting vote.

20. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the full members.
21. At any general meeting, unless a poll is demanded by at least three full members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the full members recorded in favour of or against such resolution.
22. If a poll is demanded it shall be taken in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

23. Every full member shall have one vote and no more. There is no proxy voting.

DIRECTORS

24. Any full member of the Society shall be eligible to be elected a Director of the Society.
25. Directors shall be elected by the Members at each Annual General Meeting of the Society. The number of directors shall not be less than three nor more than fifteen.
26. At the first annual general meeting of the Society and at every succeeding annual general meeting, all the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring Directors shall be eligible for re-election.
27. A Director may be removed from office by a special resolution of the Members at a duly convened meeting of the Society.
28. In the event that a Director resigns his office or ceases to be a member of the Society, whereupon his or her office as Director shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the full members of the Society.
29. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by

the Secretary. A meeting of Directors may be held at the close of every meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

30. No business shall be transacted at any meeting of the Board of Directors unless at least one third of the Directors are present at the commencement of such business.
31. The Chairperson or, in the Chairperson's absence, the Vice-Chairperson or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Board of Directors.
32. The Chairperson shall be entitled to vote as a Director; in the case of an equality of votes, the Chairperson shall have a casting vote in addition to the vote to which the Chairperson is entitled as a Director.
33. Directors shall serve in their positions as Directors on a voluntary basis without remuneration.

POWERS OF DIRECTORS

34. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these Bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the Directors shall have power to engage employees or a co-ordinator or assistant and to determine their duties and responsibilities and their remuneration. The Directors shall also have the power to dismiss, direct or suspend any such employee, co-ordinator or assistant. The Directors may appoint an Executive Committee, consisting of the officers and such other persons as the Directors decide.
35. All the powers of the Directors set forth in paragraph 34 of this Bylaw may be exercised by the Executive Committee of the Society in accordance with and subject to the policies and express instructions, if any, of the Board of Directors. The Executive Committee may only exercise the powers of the Board of Directors that are delegated to it by majority vote at a meeting at which at least one-half of the members of the Executive Committee are present.

OFFICERS

- 36. The Officers of the Society shall include a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined. The offices of the Society may include such other officers as may be elected by the Board of Directors from time to time.

- 37. The Directors may appoint an Executive Committee, consisting of the officers and such other persons as the directors decide.

- 38. The Directors shall elect one of their number Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned by the Board of Directors from time to time.

- 39. The Directors shall elect one of their number Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period as the Chairperson may request the Vice-Chairperson to so act.

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40. The Directors shall elect one of their number Secretary. The Secretary shall keep minutes of the meetings of Members and Directors and shall perform such other duties as may be assigned by the Board. The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

41. The Directors shall elect one of their number Treasurer. The Treasurer shall keep the accounts of the Society and shall perform such other duties as the Board may assign. The Directors may appoint a temporary substitute for the Treasurer who shall, for the purpose of these Bylaws, be deemed to be the Treasurer.

42. If the Directors think fit, the same person may hold both offices of Secretary and Treasurer.

43. Officers shall serve in their position as Officers on a voluntary basis without remuneration.

AUDIT OF ACCOUNTS

44. The Auditor of the Society may be appointed annually by the full members of the Society at the annual general meeting and, on failure of the full members to appoint an auditor, the Directors may do so. Where no Auditor is appointed, all duties of the Auditor shall be the responsibility of the Directors.

45. The Board of Directors shall make an annual written report to the members as to the financial position of the Society and the report shall contain a balance sheet and a statement of its income and expenditure in the preceding year. The auditor shall make a written report to the members stating whether, in the Auditor's opinion, the balance sheet and statement of its income and expenditure accurately present the Society's affairs. The Auditor's report shall be presented at the annual meeting. A copy of the balance sheet and the statement of its income and expenditure in the preceding year, with the Auditor's report, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

REPEAL AND AMENDMENT OF BYLAWS

46. The Society may repeal or amend any of these Bylaws by Special Resolution.

MISCELLANEOUS

47. The Society shall file with the Registrar a list of its Directors disclosing their addresses, occupations and dates of appointment or election, both with its annual return and within fourteen days of a change of Directors.

- 48. The Society shall file two copies of every Special Resolution passed by it with the Registrar within fourteen days after the Resolution is passed.
- 49. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors. The Secretary may certify copies of documents in the ordinary course without a resolution of the Board of Directors.
- 50. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
- 51. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the Registered Office of the Society.

FINANCIAL

- 52. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice-Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board of

Directors.

53. No accounts greater than the amount fixed by the Board of Directors from time to time shall be paid until approved for payment by the Board except accounts previously approved for payment by the Society.
54. Subject to these Bylaws and the requirements of law, the Society may borrow money upon authorization by Special Resolution of the Members.
55. The Board shall prepare an operating budget for the next fiscal year at least one month prior to the end of the fiscal year. It shall include recommendations for the action deemed necessary to raise the required revenue.