



EQUESTRIAN CANADA / CANADA ÉQUESTRE

ARTICLE 1 - GENERAL

- 1.1. Purpose -- This By-law relates to the general conduct of the affairs of EQUINE CANADA / CANADA HIPPIQUE, a corporation incorporated under the Act operating under the name of EQUESTRIAN CANADA / CANADA ÉQUESTRE, hereinafter referred to as the Corporation.
- 1.2. Registered Office -- The Registered Office of the Corporation shall be located at such place as the Board may determine in the Province of Ontario. The Corporation may establish other offices at other locations as it deems expedient.
- 1.3. Interpretation – In the interpretation of this By-law, words in the singular include the plural and vice-versa, and "Person" includes an individual, body corporate, partnership, trust and unincorporated organization. Words importing an organization name, title or program will include any successor organizational name, title or program.
- 1.4. Language – These By-laws have been drafted in English and the official French text is a translation. In the event of conflicting interpretations, the English version shall prevail.
- 1.5. Computation of Time - Unless otherwise required by the *Interpretation Act* (Canada), in computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.
- 1.6. Definitions - The following terms have these meanings in the By-laws, unless the context otherwise requires:

"**Act**" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c-23 as amended;

"**Active Equine**" is livestock specifically bred, raised and/or cared for in an active equine facility. The specific use of these equines may include pedigree development, sport and competition, youth and adult development and wellness, physical exercise, therapeutic use, and local Agri-tourism. Active equines are key economic drivers that directly contribute to secondary revenue-generating activities and provide benefits to business and community. As business inputs and respected animals, Active Equines demand daily care that includes feeding, cleaning, movement, and social connection. This level of professional care and nurturing requires the services of animal care professionals (including veterinarians and farriers) and regular agricultural inputs (including hay, bedding and grains). Active equine is raised to be a valuable and usable asset throughout the course of its natural life. Active equines are not kept or raised for use in the processing industry or pharmaceutical industry;



“Active Equine Facility” is a commercial agricultural business that uses land, purpose-built structures and *active equines* to generate revenue. This revenue can come from a variety of sources that reflect the diverse and important role that the equine sector plays in rural and/or local economic development. These facilities offer a mix of services including breeding, raising, training, boarding, and maintaining the health and welfare of *active equines*. These activities support regional economic development and awareness of local *secondary equine activities* such as sport and competition, youth and adult development and wellness, therapeutic use, and agri-tourism;

“Annual Meeting” means an annual general meeting of Voting Members;

"Articles" means the original or restated articles of continuance of the Corporation, as may be amended or restated from time to time;

"Auditor" means a Public Accountant, as defined in the Act, appointed by the Voting Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Voting Members at the next Annual Meeting;

"Board" means the Board of Directors of the Corporation;

“Board Committees” means committees established by and reporting to the Board for the purposes of assisting the Board in its duties;

"By-laws" means this By-law and any other by-law of the Corporation, as amended and which are from time to time in force and effect;

"Director" means an individual elected or appointed to serve on the Board pursuant to the By-laws;

“Equestrian Sports” means the equestrian sport disciplines recognized by the FEI and the Corporation;

“Equestrian Sport Committee” has the meanings ascribed to it in Section 4.28;

“FEI” means the Federation Équestre Internationale, which is the international federation for equestrian sport;

"Meeting of Voting Members" includes an Annual Meeting or any other meeting of Voting Members;

"Members" means the members of the Corporation, including Category A, Category B and Category C members;

“National Equine Organization” means a Recognized Affiliate Organization as defined in Section 3.7.2;

"Officer" means an officer of the Corporation elected or appointed in accordance with the By-laws;

“Operating Committees” means committees established to assist the Corporation staff in their duties;

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Person" includes an individual, body corporate, partnership, trust and unincorporated organization;



"**Proposal**" means a proposal submitted by a Voting Member of the Corporation that meets the requirements of the Act;

"**Provincial and Territorial Sport Organization**" means an organization established to promote the development, delivery and promotion of equine and equestrian sport, recreation and industry initiatives and programs in its respective province or territory of Canada and which is recognized as such or funded by the relevant provincial or territorial government and which supports the purposes, aims, objectives and ethical standards of the Corporation. The Corporation shall recognize only one eligible Provincial and Territorial Sport Organization per province or territory;

"**Recorded Address**" means, in the case of a Voting Member, the address, including email address, as recorded in the register of Voting Members and, in the case of a Director, Officer, or Auditor of the Corporation, or any other person, the address as recorded in the records of the Corporation;

"**Recognized Affiliate Organization**" means an organization that: (A) supports the purposes, aims, objectives and ethical standards of the Corporation; (B) provides programs or services to persons participating in equine and equestrian sport, recreational, or industry activities and interests on a local, regional or national level in Canada; (C) has been recognized by the Board as a Recognized Affiliate Organization in accordance with Section 0; and (D) has paid an annual fee to the Corporation to maintain recognition and has not been suspended or had its recognition terminated by the Corporation;

"**Registered Participant**" means any Person registered with the Corporation, including Sport License Holders, and paying dues to obtain some benefit from the Corporation;

"**Serious criminal offense**" means an indictable offence under the *Criminal Code* (Canada), as amended from time to time, and also those offences, whether indictable or not and whether such offence was committed in Canada or under the laws of any other country, involving: (i) sexual immorality; (ii) obstruction of justice; (iii) possession, trafficking, export or production of narcotics; (iv) impaired driving causing bodily harm or death; (v) theft or fraud of over \$5,000; (vi) robbery; (vii) extortion; (viii) assault; or (ix) sexual assault;

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution by the Voting Members at a Meeting of Voting Members for which notice has been properly given;

"**Sport License Holders**" has the meaning set forth in Section 3.6; and

"**Voting Members**" are the qualified delegates that represent and vote on behalf of the membership of the Corporation.

ARTICLE 2 - MANDATE

The Corporation is the national governing body for equestrian sport in Canada, with a mandate to represent, promote and advance the sport in Canada, and to represent, promote advocate for and advance all related equine and equestrian interests, including recreation, industry and equine health and welfare. A full statement of the Corporation's objects is set out in the Articles.



ARTICLE 3 - MEMBERSHIP

Membership Categories

3.1. Categories – The Corporation has three (3) categories of membership and each category of membership shall designate nine (9) qualified delegates to be Voting Members to represent the membership category at meetings of members and each Voting Member shall be entitled to one vote:

- 3.1.1 Category A – Equestrian Sports;
- 3.1.2 Category B – Provincial and Territorial Sport Organizations; and
- 3.1.3 Category C – National Equine Organizations.

Transfer of Membership

3.2. Non-Transferable – the Corporation membership is not transferable.

Conditions for Membership

3.3. Qualifications – Voting Members are those individuals designated as representatives in a membership category, each of whom meets the following qualifications:

- 3.3.1 has provided all necessary contact information required by the Corporation;
- 3.3.2 is a Canadian citizen or permanent resident of Canada, at least 18 years of age; and
- 3.3.3 has not been
 - 3.3.3.1 subject to sanction of two (2) years or greater pursuant to the World Anti-Doping Code, the Canadian Anti-Doping Policy Rules, FEI Equine Anti-Doping and Controlled Medications Regulations, or Equine Canada Equine Medication Control; or
 - 3.3.3.2 convicted of a serious criminal offence for which a Pardon has not been granted.

3.4. Vacancy – A Voting Member continues until the Voting Member ceases to be a designated representative for the membership category or the membership otherwise terminates in accordance with the Bylaws. Any vacancy occurring in respect of a Voting Member shall be filled by the category of membership nominating such Voting Member.

3.5. One Category of Membership - No individual may be designated as a Voting Member in more than one (1) category of membership. If a Person is qualified to hold membership in more than one (1) category and has not selected one category within fifteen (15) days following written request from the Corporation, the Corporation may select a category for such Person by notifying such Person of the category to be selected and providing fifteen (15) days for such Person to elect a different category for which the Person is qualified.

3.6. Sport License Holders – Sport license holders registered with the Corporation, if resident in Canada, are required to be members of their respective Provincial and Territorial Sport Organization in the province in which they reside. Notwithstanding the foregoing, the Board may expressly exempt a Person from such requirement in exceptional and unusual circumstances.



Recognized Affiliate Organization

3.7. Recognition – To be recognized by the Corporation, a Recognized Affiliate Organization must submit an application to the Corporation in such form as may be prescribed by the Board. The Board, in its absolute discretion, shall decide on what organizations or entities shall become Recognized Affiliate Organizations. In making such decision, the Board may take into account any circumstance which it deems relevant. Recognized Affiliate Organizations accepted by the Board may be Provincial and Territorial Sport Organizations, National Equine Organizations or Equestrian Sport Committees. Unless specifically determined otherwise by the Board, recognition shall take effect immediately following the meeting at which the recognition was granted. A Recognized Affiliate Organization shall comply with the Corporation's By-laws, policies, procedures, rules and regulations and meet the following additional requirements:

3.7.1 A Provincial and Territorial Sport Organization shall:

3.7.1.1 represent the diversity of the equine industry and equestrian activities in its respective province or territory;

3.7.1.2 be recognized or funded by the applicable Provincial/Territorial government;

3.7.1.3 be a registered legal entity under the applicable provincial or territorial corporations or societies legislation;

3.7.1.4 where necessary upon reasonable request from the Corporation, amend its own policies, procedures, rules and regulations to comply with those of the Corporation;

3.7.1.5 recognize The Corporation as the sole national organization representing equestrian sport activities in Canada and a primary national organization representing the diversity of Equestrian and equestrian, recreational, and industry activities and interest in Canada.

3.7.2 A National Equine Organization shall:

3.7.2.1 represent a particular area of Equine interest on a national scale, or where there is no such national entity, on a regional scale;

3.7.2.2 include only those organizations not represented by another category of membership;

3.7.2.3 where necessary upon reasonable request from the Corporation, amends its own policies, procedures, rules, and regulations to comply with those of the Corporation; and

3.7.3 Equestrian Sport Committees shall:

3.7.3.1 be recognized in accordance with Section 4.28; and

3.7.3.2 comply with the rules of the FEI.

Member Not in Good Standing

3.8 Impact – Voting Members who cease to be in good standing may have their privileges, as prescribed in the Articles, By-laws, Policies, rules and regulations of the Corporation, suspended and shall not be entitled to vote at meetings of Voting Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has returned to good standing. Voting Members cease to be in good standing when they are:



- 3.8.1 not in compliance with the Articles, By-laws, Policies and rules of the Corporation;
- 3.8.2 subject to disciplinary action by the Corporation;
- 3.8.3 convicted of an offence under any legislation relating to the breeding, registration or welfare of animals that results in incarceration or a fine in excess of \$500;
- 3.8.4 nominated by a Recognized Affiliate Organization that has had its recognition by the Corporation terminated or suspended; or
- 3.8.5 convicted of other serious offences as determined by the Board.

Membership Year

- 3.9 Year – Unless otherwise determined by the Board, the membership year of the Corporation shall be January 1 to December 31.

Withdrawal and Termination

- 3.10 Termination – Voting Membership in the Corporation is terminated when:
 - 3.10.1 The Voting Member dies, or the Recognized Affiliate Organization nominating such Voting Member is liquidated or dissolved or the Corporation ceases to recognize such Recognized Affiliate Organization;
 - 3.10.2 The Voting Member ceases to be qualified for membership in accordance with the By-laws;
 - 3.10.3 The Voting Member resigns from the Corporation in accordance with the By-laws;
 - 3.10.4 The Voting Member is expelled in accordance with the Corporation’s policies and procedures for discipline of Members; or
 - 3.10.5 The Voting Member's term of membership expires and is not renewed.
- 3.11 Resignation – Subject to Section 3.12, a Member, a Voting Member or Registered Participant may resign from the Corporation by giving written notice to the Chief Executive Officer of the Corporation to take effect at the time of such delivery, unless a later date is specified in the resignation. Notwithstanding resignation, a former Member, Voting Member or Registered Participant remains liable for any membership dues or other monies due or owing prior to the resignation.
- 3.12 May Not Resign – A Member, a Voting Member or Registered Participant may not resign from the Corporation when the Member, Voting Member or Registered Participant is subject to a disciplinary investigation or action by the Corporation, or pursuant to any federal legislation relating to the breeding, registration or welfare of animals.
- 3.13 Disciplinary Authority – The Board shall have authority to reprimand, suspend or expel any Registered Participant, including a Voting Member, from the Corporation for any one or more of the following grounds:
 - 3.13.1 violating any provision of the Articles, By-laws, or Policies of the Corporation;



- 3.13.2 carrying out, participating in or condoning any conduct which may be detrimental to the fulfillment of the objectives of the Corporation as determined by the Board in its sole and absolute discretion; or
- 3.13.3 for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the mandate and objects of the Corporation.
- 3.14 Other Sanctions - In addition to withdrawal of benefits for failure to pay dues, Registered Participants, including Voting Members, may have other suspensions, restrictions or sanctions imposed upon them, in accordance with the Corporation's policies and procedures relating to discipline of Registered Participants or Voting Members.
- 3.15 Fees – Except as provided for in the By-laws,
- 3.15.1 Fees for Registered Participants and any membership fees may be established by the Board.
- 3.15.2 Provincial and Territorial Sport Organizations shall pay an annual variable fee, on behalf of such organization, calculated by a formula established by the Board and approved by two-thirds of such Provincial and Territorial Sport Organizations. This provision may not be amended or deleted without the express approval of two-thirds of the Category B Voting Members in addition to any other requirements under the Act.

ARTICLE 4 GOVERNANCE

Board of Directors

- 4.1 Composition of a Board - The Articles of the Corporation provide for a minimum of 7 and a maximum of 14 Directors. The Board shall be such number of Directors as may be established by the Board within such minimum and maximum. The Board will determine the number of Directors.

The Board may provide a standing invitation to the immediate Past President of the Board if no longer a Director to attend meetings of the Board in a non-voting capacity.

- 4.2 Directors to be Elected - Subject to any increase or decrease by the Board within the minimum and maximum as set out in the Articles, the number of Directors to be elected at an annual meeting shall be the number of Directors whose terms expire in the same year as the election.

Powers and Responsibilities of the Board

- 4.3.1. Powers of the Corporation -- Except as otherwise provided in the Act or the By-laws, the Board has the powers and authority to manage the business and affairs of the Corporation and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:
- 4.3.2. make policies, procedures and rules for managing the affairs of the Corporation, including relating to discipline of Voting Members and Registered Participants and to the management of disputes within the Corporation;



- 4.3.3. in accordance with such policies, have the authority to discipline Voting Members and Registered Participants and deal with all disputes;
- 4.3.4. fill vacancies which occur on the Board;
- 4.3.5. establish committees to represent issues and interests related to various sectors of the equestrian industry and equestrian activities and may delegate any of its powers, duties and functions to any committee, provided these delegated powers are not in conflict with the limitations under the Act;
- 4.3.6. establish a nominating committee in accordance with the By-laws to recommend nominees for the positions of Directors for election by the Voting Members;
- 4.3.7. may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation and its committees; and
- 4.3.8. subject to the limitations set out in the Act, exercise such other duties, powers and rights as are determined by this By-law and by the Board as necessary, from time to time, in furtherance of the mission and objects of the Corporation.

Election of Directors

- 4.4. Election – Elections shall be carried out in the manner approved by the Board and in accordance with the election procedures established by the nominating committee.
- 4.5. Eligibility – Subject to the Act and the By-laws, any Person who:
 - 4.5.1. has the power under law to contract,
 - 4.5.2. is eligible to serve as a director of a registered charity,
 - 4.5.3. is not an employee of the Corporation or a Recognized Affiliate Organization, and
 - 4.5.4. is a Canadian citizen or permanent resident of Canada,
 - 4.5.5. may be elected or appointed as a Director provided that:
 - 4.5.5.1 Directors shall not be a committee participant on any Operating Committee and
 - 4.5.5.2 Directors may not be Voting Members save and except that a Director whose term is ending and is not standing for re-election may be a Member at the meeting of Voting Members where such Director's term is ending.
 - 4.5.5.3 Any committee participant or Member elected as a Director shall resign as a committee participant or a Member, as applicable, within ten (10) days following the later of (i) date of election; and (ii) the provision of such Person's consent to be a Director in accordance with the Act.
- 4.6. Nominations – Nomination of an individual for election as a Director shall be submitted to the Nominating Committee in accordance with the Corporation's nomination policies, procedures and timelines and shall include a written confirmation by the candidate expressing a willingness to stand for office and a detailed profile of the candidate.



- 4.7. Nominating Committee – A Nominating Committee shall be comprised of individuals who are not Voting Members and are not seeking election at the Annual Meeting. The Committee shall be composed of a maximum of two (2) individuals nominated by each of the three categories of membership and a maximum of two Directors, all of whom are voting members of the Committee. The Board shall name the members of the Committee at least six months prior to the Annual Meeting. The Committee shall adhere to Board approved policies respecting the requirements to ensure appropriate diversity, independence and the need for athlete representation on the Board.
- 4.8. Terms - Directors shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Directors shall take office immediately following the close of the annual meeting at which they are elected. Directors will hold office until their successors have been duly elected in accordance with the By-laws unless they resign, are removed from or vacate office.
- 4.9. Term Limits – No Director shall serve more than three (3) consecutive three-year terms. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms to balance continuity with new perspective.

Resignation and Removal of Directors

- 4.10. Resignation -- A Director may resign from the Board at any time by presenting their notice of resignation in accordance with the Act. Resignation from the Board shall not impact any disciplinary investigation or action to which the resigning Director may be subject.
- 4.11. Vacate Office – In addition to the requirements of the Act, a Director shall be deemed to have resigned and the office of such Director vacated automatically.
- 4.11.1. If the Director is convicted of a serious criminal offense or an offense under any legislation pertaining to the breeding, registration or welfare of animals that results in incarceration or a fine in excess of \$500;
- 4.11.2. If the Director fails to meet eligibility requirements required for directors of registered charities;
or
- 4.11.3. If the Director, without reasonable excuse, fails to attend three meetings of the Board within a Board year (October to September).
- 4.12. Removal – Subject to the Act, a Director may be removed by an Ordinary Resolution of the Voting Members, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting of the Voting Members where such resolution is put to a vote.
- 4.13. Filling Vacancy – For any vacancy, a quorum of Directors may appoint a qualified individual to fill the vacancy for the balance of the term of the Director whose position was vacated.

Meetings of the Board

- 4.14. Number of Meetings -- The Board shall hold a minimum of four (4) meetings per year.



- 4.15. Call of Meeting -- Either of the President or the Chief Executive Officer, acting alone, or three or more Directors together, may call a meeting of the Board at any time. Meetings of the Board will be held at the time and place as the Person(s) calling the meeting determine.
- 4.16. Notice -- The Board may establish regular meetings of the Board. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each Director. Subject to Section, at least fourteen (14) days before each meeting of the Board, the Chief Executive Officer shall send to each Director a notice of the meeting and shall provide the agenda of the business to be transacted at the meeting within seven (7) days of such notice. A Director may waive notice of a meeting of the Board or any irregularity in a notice of meeting of the Board. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of the Board cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.
- 4.17. Notice of Special Meeting - A special meeting of the Board may be called by the President, or by a majority of the Directors who have consented in writing, on no less than twenty-four (24) hours' notice in exceptional circumstances where an immediate decision of the Board is required about a material matter. The notice for a special meeting of Directors must be provided both in writing electronically and by telephone and must specify clearly the purpose for which the meeting is called. The only business which may be transacted at a special meeting is that referred to in the notice.
- 4.18. Irregularity of Notice - Provided the notice of a regular or special meeting of the Board was properly sent, non-receipt of any notice, by any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at a Board meeting.
- 4.19. Quorum -- A quorum shall be a majority of Directors then in office. No Director may appoint a proxy to represent them for any reason.
- 4.20. Chair -- If the President is absent from the meeting, a Vice President shall chair the meeting and if neither the President nor a Vice President is present, the Board shall appoint from among its members a Director to chair the meeting.
- 4.21. Voting – Voting at Board meetings shall be as follows:
- 4.21.1. Questions shall be decided by majority of votes cast;
- 4.21.2. A tie vote fails;
- 4.21.3. The Chair shall exercise a vote; and
- 4.21.4. Voting shall be by show of hands or such other manner designated by the Chair, unless there is a request for a secret ballot; and
- 4.21.5. Except where there exists a conflict of interest, no Director shall abstain from voting.
- 4.22. Closed Meetings -- Meetings of the Board are for Directors only. Others may attend meetings at the invitation of the President.



- 4.23. Electronic Meetings -- A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Independence

- 4.24. Independence – Other than the Chief Executive Officer, an Officer or Director may not be an employee of the Corporation or an employee or paid contractor of any Recognized Affiliate Organization. Any Director or Officer elected or appointed who is an employee of the Corporation or an employee or paid contractor of any Recognized Affiliate Organization, must resign such position within ten (10) days of being elected or appointed as a Director or Officer, failing which such Director or Officer shall be deemed to have resigned as a Director or Officer, as applicable, of the Corporation.

Officers

- 4.25. Officers -- The Officers of the Corporation shall be the President and any other officers the Board may determine by resolution from time to time. The President and Vice President(s) shall be a Director but no other Officer needs to be a Director, including the Chief Executive Officer. Any two offices may be held by the same Person. The Board, subject to the Act, may delegate to such Officers the power to manage the affairs of the Corporation. The President shall be elected by the Board from among the Directors at the first Board Meeting following the Annual Meeting.
- 4.26. Duties of Officers – Unless changed by the Board, the duties of Officers are as follows:
- 4.26.1. President - The President shall have general powers and duties of supervision of the business and affairs of the Corporation and such other powers and duties as the Board determines. The President shall preside at meetings of the Board and Meetings of Voting Members. During the absence or disability of the President, their duties shall be performed, and their powers exercised by the senior Vice President present, if any, or otherwise by a Director determined by the Board by resolution.
- 4.26.2. Vice President – The Board may appoint or elect up to two Vice Presidents. In addition to performing the duties of President and exercising such powers during the absence of the President, a Vice President shall have such other powers and duties as the Board may specify.
- 4.26.3. Chief Executive Officer – The Chief Executive Officer shall be the Secretary-General and attend all meetings of the Board and meetings of Voting Members, be responsible for liaison among the Board, committees and staff, shall be responsible for implementing the Corporation's strategic plans and policies and shall have overall management responsibility for all staff, programs and activities of the Corporation; and shall perform such other duties as may from time to time be established by the Board. A Director shall not be appointed to the Office of Chief Executive Officer until at least twelve (12) months from leaving the Board.



- 4.26.4. **Secretary-General** – The Secretary-General shall issue or cause to be issued notices of meetings of the Board and meetings of the Voting Members in accordance with the By-laws; shall record or cause to be recorded proper minutes of meetings of the Board and meetings of Voting Members; shall ensure that all other written records are properly maintained as required by the Act; shall confirm voting delegates at all meetings of Voting Members; and shall perform such other duties as may from time to time be established by the Board.
- 4.26.5. **Powers and Duties of Other Officers** - The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify.

Committees

- 4.27. **Committees** – The Board may constitute such committees as it considers necessary for assisting the Board in carrying out its responsibilities. The Board shall establish the Terms of Reference and operating procedures for all Board committees and, in consultation with the Chief Executive Officer, ratify the Terms of Reference for all Operating Committees. The Board may delegate any of its powers, duties or functions to any committee except where prohibited by the Act or the By-laws.
- 4.28. **Equestrian Sport Committees** – An Operating Committee for each recognized equestrian sport discipline (“Equestrian Sport Committee”) shall be established. Each Equestrian Sport Committee is responsible for ensuring the efficient operation of its Equestrian Sport Discipline, in accordance with the By-laws and Policies and the Equestrian Sport Committee’s Terms of Reference.
- 4.29. **Vacancy** - When a vacancy occurs on a committee that is not a committee of the Board, the respective committee may appoint a qualified individual to fill the vacancy for the remainder of the member’s term. When a vacancy occurs on any Board committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of such term.
- 4.30. **Removal** – The Chair or member of any Board committee may be removed for misconduct or for good and sufficient cause by Special Resolution of the Board, provided the individual has been given notice of and the opportunity to be present and to be heard at the meeting where such a resolution is put to a vote.

Audit and Finance Committee

- 4.31. **Audit and Finance Committee** – The Corporation shall have an Audit and Finance Committee composed of at least three Directors. The Audit and Finance Committee shall report to the membership at least annually.



- 4.32. Audit and Finance Committee Duties - Duties of the Audit and Finance Committee will include but not be limited to examination of Board practices to safeguard the assets of the Corporation; review of the financial reporting, the external audit and the internal control systems. The overall role of this committee is to analyze risks that may materially impact the Corporation's financial performance, its information systems, and report to the board.

Remuneration

- 4.33. No Remuneration -- All Directors, Officers, and members of committees, with the exception of the Chief Executive Officer or other employees who hold salaried positions, shall serve their terms of office without remuneration except for reimbursement of expenses in accordance with Policies approved by the Board. Notwithstanding the foregoing, the Corporation may provide an honorarium to a Director who temporarily and non-competitively fulfills the duties of a vacant senior executive position.

Conflict of Interest

- 4.34. Conflict of Interest – The Corporation shall expect and to the extent possible, require any person affiliated with the Corporation in any manner whatsoever to comply with the Corporation's policies regarding conflict of Interest, as well as the Corporation's *Code of Conduct and Ethics*.

ARTICLE 5 MEETING OF VOTING MEMBERS

Annual and General Meetings

- 5.1 Annual Meeting – The Corporation shall hold an Annual Meeting of Voting Members at such date, time and place as may be determined by the Board.

- 5.2 Agenda -- The agenda for the Annual Meeting shall include:

- 5.2.1 Call to order
- 5.2.2 Approval of the Agenda
- 5.2.3 Adoption of Minutes of the previous Annual Meeting
- 5.2.4 Report of the Audit and Finance Committee
- 5.2.5 Acceptance of Financial Statements
- 5.2.6 Appointment of Auditors
- 5.2.7 Other business as specified in the meeting notice
- 5.2.8 Introduction of Board of Directors for coming year
- 5.2.9 Close of the Meeting

- 5.3 Proposal for Annual Meeting - Any Member wishing to submit a Proposal to the Annual Meeting shall give written notice to the Secretary-General, with a brief explanation, at least thirty-five (35) days prior to the date of the Annual Meeting.



- 5.4** Special Meeting -- A Special Meeting of the Voting Members may be called at any time at the discretion of the Board or upon the written requisition of Voting Members carrying not less than twenty-five percent (25%) of voting rights in accordance with the Act. If requested by Voting Members, the request must state the reason for a Special Meeting and the business to be transacted at the Special Meeting.
- 5.5** Notice -- Written notice of Meetings of Voting Members shall be given to all Voting Members by telephonic, electronic or other communication facility at least twenty-one (21) days and not more than thirty-five (35) days prior to the date of the meeting. Such notice shall contain the date, time and place of the meeting as well as the purpose of, and agenda for, the meeting.
- 5.6** Alternative Notice - Voting Members may be notified of Meetings of Voting Members, in the official publication of the Corporation, through its website by a notice posted on its homepage, or by telephone, electronic or other communication facility to each Voting Member entitled to vote at the meeting.
- 5.7** Persons to be Present – Persons to be present at a Meeting of the Members are the Voting Members, the Directors, the Auditor and such other persons who are entitled or required by any provision of the Act to be present at the meeting. Any other person may be admitted at the invitation of the Chair of the meeting.
- 5.8** Quorum – At a Meeting of Members, a quorum is a majority of the Voting Members.
- 5.9** Participation by Electronic Means at a Meeting of Voting Members - If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Voting Members, any person entitled to attend such meeting may participate in the meeting by means of telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Voting Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for this purpose.
- 5.10** Meeting of Voting Members Held Entirely by Electronic Means - The Board may determine that a meeting of Voting Members shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. The Board may establish procedures regarding the holding of meetings of Voting Members by such means.

Voting

- 5.11** Determination of Votes -- Votes shall be determined by a show of hands or voting credentials unless a recorded ballot is requested by a Voting Member.



- 5.12 Majority of Votes -- Except as otherwise provided in the Act or the By-laws, each issue shall be decided by majority vote.
- 5.13 Absentee Voting – Voting Members entitled to vote at a meeting of Members may vote by mailed-in ballot, in accordance with the terms established by the Board or its delegates, or by means of a telephonic, electronic, or other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Voting Member voted.

ARTICLE 6 FINANCE AND MANAGEMENT

- 6.1 Fiscal Year - Unless otherwise determined by the Board, the fiscal year-end of the Corporation shall be March 31.
- 6.2. Bank - The banking business of the Corporation shall be conducted at such Canadian chartered financial institution as the Board may designate.
- 6.3 Auditors - At each Annual Meeting, the Voting Members shall appoint an Auditor to audit the books, accounts and records of the Corporation for report to the Voting Members at the next Annual General Meeting. The Auditor shall hold office until the next Annual Meeting.
- 6.4 Annual Financial Statements – The Corporation may, instead of sending copies of the annual financial statements and further information respecting the financial position of the Corporation as required by the Act, publish a notice to its Voting Members stating that these documents are available at the registered office of the Corporation and any Voting Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail. The Corporation shall post its Annual Financial Statements on its website within six (6) months of its fiscal year-end.
- 6.5 Signing Authority -- The Officers of the Corporation, or other persons appointed by the Board, shall have signing authority for all financial transactions conducted in the name of the Corporation. All such transactions shall require two signatures.
- 6.6 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by two (2) Officers or Directors or one Officer and one Director in accordance with the Corporation's policies, rules and regulations. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed.
- 6.7 Property – The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.8 Borrowing – The Corporation may borrow funds upon such terms and conditions as the Board may determine.



- 6.9 Books and Records -- The Board shall ensure that all books and records of the Corporation required to be kept by the Act, the By-laws or any other statute or law, are regularly and properly kept.
- 6.10 Trust Fund – The Corporation may enter into an agreement with a financial institution or other organization to create a trust fund, the income from which shall be used solely to promote the aims and objectives of the Corporation. The trust fund shall be managed in accordance with applicable legislation and the policies and procedures established by the Board.

ARTICLE 7 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 7.1. Limitation of Liability - Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the Act and other applicable law, no Director or Officer is liable for:
- 7.1.1. the acts, receipts, neglects or defaults of any other Director, Officer or employee;
 - 7.1.2. joining in any receipt or other act for conformity;
 - 7.1.3. any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
 - 7.1.4. the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be placed or invested;
 - 7.1.5. any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation; or
 - 7.1.6. any other loss occasioned by an error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the discharge of the duties of their office with the Corporation or any matter claimed against them solely because of their status as a Director or Officer.



- 7.2. Indemnity – The Corporation will indemnify to the maximum extent permitted by the Act: (i) any Director or Officer; (ii) any former director or officer of the Corporation; (iii) any individual who acts or acted at the Corporation’s request as a Director or Officer, or in a similar capacity, of another entity; (iv) any volunteer acting under the direction of the Corporation or a duly constituted committee of the Corporation; and (v) their respective heirs and legal representatives (collectively, an “Equestrian Representative”), from and against all costs, charges and expenses, including any legal fees incurred for purposes of defending an action and any and all amounts paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal or administrative actions or proceeding to which he is made a party by reason of being or having been an Equestrian Representative acting under the direction of the Corporation except such costs, charges and expenses as are: occasioned by any fraudulent, dishonest or criminal act committed deliberately by such Equestrian Representative as determined by final non-appealable adjudication in respect of any action or proceeding; or (vi) arising out of or attributable to an Equestrian Representative gaining any profit, remuneration or advantage to which such Equestrian Representative was not legally entitled as determined by final non-appealable adjudication in respect of any action or proceeding.
- 7.3. No Limitation -- Nothing in this By-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of the By-laws.
- 7.4. Insurance – The Corporation may purchase and maintain insurance for the benefit of its Equestrian Representatives, in such amounts as the Board may determine and as are permitted by the Act.

ARTICLE 8 NOTICE OF MEETING

- 7.5. Method of Giving Notice – The Board may establish procedures to give, deliver or send a notice, communication or document to any Director, Officer, Voting Member or the Auditor by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document. If not otherwise determined, the notice shall be given by surface or electronic mailing to the address recorded in the records of the Corporation.
- 7.6. Date of Record – The Board of Directors may fix in advance of Meetings of Members a date as the date of record for the purpose of determining the Voting Members entitled to notice of any Meeting of Members or any adjournment thereof. The date of record shall not be more than sixty (60) nor less than twenty-one (21) days before the date of the meeting.
- 7.7. Error in Notice -- The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Voting Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the Meeting.



ARTICLE 9 ADOPTION OF BYLAWS

- 7.8. Repeal of Prior By-laws -- All previous bylaws of the Corporation are repealed as of the coming into force of this By-law, provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws.
- 7.9. Enactment -- Subject to the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Voting Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Voting Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Voting Members at the next meeting of Members or if it is rejected by the Voting Members at the meeting.
- 7.10. Enactment Exception – Section 9.2 does not apply to a By-law that requires a Special Resolution in accordance with the Act.
- 7.11. Effective Date - Passed by a resolution of the Board of the Corporation on, with immediate effect and ratified by resolution of the Voting Members on.....