



**EQUESTRIAN CANADA EQUESTRE (EC)**  
**SUMMARY OF PROPOSED BYLAW CHANGES**  
**ATHLETE DIRECTOR**

**FOR APPROVAL AT THE MAY 2025 AGM and SPECIAL MEETING**

**PURPOSE**

There has been increasing interest by key stakeholders in the sport industry that national sport organizations (NSOs) have appropriate representation both on the board and at the operational level of athletes involved in the sport. In particular, Sport Canada has advocated strongly for all NSOs to have athlete representation on their boards. Specifically, Sport Canada has required EC to ensure that there is an athlete representative on the EC board no later than April 2025. The EC Board has triggered its authority under the current by-laws to appoint a board member to fulfill the Sport Canada requirement until the AGM scheduled for May 27, 2025. There will be a Special Meeting of Members to permit the Voting Members to approve the amended by-laws that will recognize a board seat for an athlete director (as defined), provide for a process for the appointment of that director, and to provided assurances that Voting Members will continue to enjoy the right to elect all other board members.

Attached is an annotated version of the EC Bylaws which show the proposed revisions. The purpose of this document is to provide the reader with a clear and comprehensive explanation of the substantive revisions that the Board is recommending for approval at the AGM.

**SUMMARY OF REVISIONS**

<b>Section</b>	<b>Current</b>	<b>Proposed</b>	<b>Reason</b>
<b>S. 1.6 Definitions</b>	Silent	“Athlete Director” means an individual who meets the minimum qualifications established by the Board from time to time to act as a Director, with additional duties established by the Board to represent equestrian athlete interests;	To recognize the specific director with additional responsibilities related to representing athlete interests at the Board and provide for the Board to be able to modify qualifications from time to time.



<p><b>S. 4.1 Board of Directors</b></p>	<p><u>Composition of a Board</u> - 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</p>	<p><u>Composition of a Board</u> - 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. <i>1 board seat shall be provided to an Athlete Director, who shall be nominated by an Athlete Director Appointment Committee established by the Board of Directors and ratified by the Voting Members. All other board seats shall be elected by the Voting Members.</i></p>	<p>Institutionalizes a board seat for an Athlete Director</p>
<p><b>S. 4.5 Election of Directors - Eligibility</b></p>	<p>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,</p>	<p>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, <i>4.5.5. meets the qualifications as established by the Board to be an Athlete Director,</i></p>	<p>Adds necessary wording to accommodate the qualification requirements for an Athlete Director</p>
<p><b>4.6 Nominations</b></p>	<p>4.6. <u>Nominations</u> – 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.</p>	<p>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. <i>Nominations for the Athlete Director shall be submitted by an Athlete Director Appointment Committee established by the Board pursuant to the policies and procedures established by the Board.</i></p>	<p>The composition and processes for the committee shall remain flexible and under the authority of the Board, as are all other board committees.</p>
<p><b>4.9 Term limits</b></p>	<p><u>Term Limits</u> –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.</p>	<p>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. <i>Notwithstanding the foregoing, The Athlete Director can serve out their maximum term provided they do not go beyond the 8-year retirement limit.</i></p>	<p>Sport Canada has provided the strict 8-year period in which an Athlete Director can be retired but still be seen as relevant and connected to the athlete community</p>



<b>5.2 Agenda</b>	5.2 <u>Agenda</u> -- 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	Deleted	This section has been deleted to acknowledge that the legal requirements for business at an AGM consist of only election of directors, disclosure of financial statement and appointment of the Auditor. The meeting notice will always require an agenda.
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