

**Reining Canada – Bylaws and Constitution**

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## Bylaws of the Reining Canada

### Definitions

1. In this bylaw:
  - a) "Annual General Meeting" means the regular General Meeting of the membership required by these bylaws and the Statutes to be held annually;
  - b) "Chair" or "Chairperson" means the individual selected by the Board or dictated by the Bylaws to preside over a meeting;
  - c) "Corporation" means the Reining Canada Corporation;
  - d) "Board" means the Board of Directors of the Corporation;
  - e) "Board of Directors" means the group of individuals appointed by the Board or elected by the Members to oversee the management of Reining Canada;
  - f) "Director at Large" or "Directors" means an individual or a group of individuals either elected by the Members or appointed by the Board of Reining Canada;
  - g) "Executive Committee" means the elected Officers of Reining Canada including: Past President, President, President-Elect, Vice President, Treasurer and Secretary;
  - h) "Executive Director" means a paid employee selected by the Board with the day-to-day operational responsibility of the Corporation;
  - i) "Fiscal Year" means January 1 to December 31;
  - j) "Member" or "General Member" means the individual who have purchased either a General Membership or Youth Membership for the year;
  - k) "Motion" means a decision at a General Meeting, Board meeting or Board committee meeting that deals with everyday business such as approving minutes, adopting agendas, or adjourning the meetings;
  - l) "Officer" means a member of the Executive Committee of Reining Canada and holds one of the following positions: Past President, President, President-Elect, Vice President, Treasurer and Secretary;
  - m) "Ordinary Resolution of the Corporation" means a resolution passed at a General Meeting to establish policy or overall direction for the Corporation, not everyday business, and on matters where a Special Resolution of the Corporation is not required;

Most defined terms are capitalized in the bylaws. If you see a term that is capitalized, look here to see how & what the word(s) mean.



- n) "Person" means only a natural person and does not include corporations or other artificial persons;
  - o) "Special General Meeting" or "Special Meeting" means a special meeting of the membership of the Corporation called to discuss and consider matters that cannot wait until the Annual General Meeting (*see Article 8*);
  - p) "Special Resolution of the Corporation" means a resolution passed at a the Annual General or Special General Meeting to establish membership fees, issues debentures, and amend these bylaws (*see Article 8*) which may only be passed by a vote of not less that seventy five (75) percent of Members in Good Standing, who voted in favor of the Resolution;
  - q) "Statutes" means the Canada Corporations Act and every other act incorporated therewith or amending the same or any other Act or Acts substituted therefore and in the case of such substitution, the reference in these bylaws to non-existing Acts shall be referring to the substitution, the reference in these bylaws to non-existing Acts shall be read as referring to the substitution therefore in the new Act or Acts;
  - r) "Term" means from one Annual General Meeting to the next;
- 2. Words which have a special meaning assigned to them in the statutes shall have the same meaning in these bylaws.
  - 3. Words purporting the singular shall include the plural, and the converse shall also apply.
  - 4. Words importing the male gender shall include the female gender where the context otherwise requires. Reference to individuals shall include corporations, where applicable.

### **Article 1 – Title & Seal**

1. This organization has been incorporated under the laws of Canada and is known as Reining Canada (hereinafter referred to as Reining Canada or the Corporation) and shall at all times be operated as a not-for-profit organization in accordance with the laws of The Dominion of Canada.
2. A seal with the name “Reining Canada” inscribed upon it shall be kept at the business office of the Corporation as per Article 3 of these bylaws.

### **Article 2 – Objectives**

1. To promote and encourage the showing and breeding of reining horses, to set standards for evaluation, training and showing of reining horses, to encourage the education and development of people interesting in reining in Canada, and to select Canadian teams for international competition.

### **Article 3 – Operation**

1. The business office of the organization will be located in a Province of Canada deemed by the Board of Reining Canada.

### **Article 4 – Membership**

#### *Membership Type & Availability*

1. Membership in the Corporation is a privilege and can be denied to any member or non-member on the resolution of the Board.
2. General Membership is open to any individual of good character and reputation that has an interest in reining horses and/or the promotion of the reining horse.
  - a) Voting Member is a Member who is nineteen (19) years of age or older, who is a Member in Good Standing, who has paid the membership fee prior to receiving Notice of a meeting, and who is eligible to vote or apply for or be nominated for an Officer position or Director at Large position with the Board;
  - b) Non-Voting Member is a Member who is eighteen (18) or under years of age as of January 1 of the Calendar year and/or a Member who has not paid membership fee prior to receiving Notice of a meeting and/or a paid employee of Reining Canada and who is not eligible to vote in the Annual General Meeting, Annual Elections, at meetings, or to run for the Board
3. Youth Membership is open to any individual who is eighteen (18) or less years of age as of January 1 of the calendar year. A Youth Member is entitled to exercise all the rights and privileges as provided to Reining Canada by the Youth Membership.

#### *Dues*

1. Each Member of the Corporation shall pay annual membership fees to Reining Canada:



- a) Fees will be prescribed by the Board.

*Member in Good Standing*

1. Member in Good Standing shall mean a person who believes and follows the objectives of the Corporation, has no financial obligation to the Corporation and whom the Board has approved for membership.

*Roles and Responsibilities*

1. All Members of the Corporation shall have the right to take part in all activities of the Corporation.
2. Every Member of the Corporation shall observe and perform all the lawful requirements and inherent bylaws.

*Register of Members*

1. The Corporation shall maintain a complete and up-to-date Register of the Membership.
2. The Secretary shall ensure a copy of the Register of Members is available at the Annual General Meeting and any Special General Meetings to determine voting eligibility.

**Article 5 – Officers**

1. The Officers of Reining Canada shall be the Past President, the President, the President-Elect, the Vice President, the Treasurer and the Secretary and together comprise the Executive Committee.

*Past President*

1. The Past President shall:
  - a) Provide continuity to the Board and preside at all meetings of the Executive Committee, the Board meetings and meetings of the Members;

*President*

1. The President shall:
  - a) Be charged with the responsibility of directing the Board including but not limited to chairing of all meeting of the Board and the Annual General Meeting and other Special General Meetings of the Corporation.

*President-Elect*

1. The President-Elect shall:
  - a) Be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President;

*Vice-President*

1. The Vice-President shall:



- a) Be vested with all the powers and shall perform all the duties of the President-Elect in the absence or disability or refusal to act of the President-Elect;

*Secretary*

1. The Secretary shall:
  - a) Be charged with the responsibility of causing all of the Corporations notices to be executed consistent with the by-laws and any and all requirements of law;
  - b) Retain the Corporate Seal;
  - c) In the absence, or the inability of the Vice-President, assume all duties and responsibilities vested in the Vice-President as herein provided;

*Treasurer*

1. The Treasurer shall:
  - a) Be charged with the executing and recording of all the financial transactions of the Corporation under the direction of the Board and in compliance with all requirements under law.
  - b) In the absence, or inability of the Secretary assume all duties and responsibilities vested in the Secretary as herein provided.

**Article 6 – Board of Directors**

1. The Reining Canada Board will be comprised of the Executive Committee and up to seven (7) Directors at Large of which two (2) must be elected.
2. All members of the Board must be Members of Reining Canada.

*Executive Director*

1. In the event the Reining Canada has retained an Executive Director or any paid employees, the said Executive Director and any employees shall not be a member of the Board.

*Appointed*

1. The Board shall appoint a minimum of three (3) to a maximum of five (5) additional Directors to hold office for a period of one (1) year and shall select such Directors so as to ensure there is representation on the Board across Canada.

*Elected*

- a) The Reining Canada Board will contain two (2) Directors elected by the membership of Reining Canada to hold office for a period of two (2) years.

*Vacancies*

1. The Board shall be empowered to fill vacancies occurring in the Board. Any vacancy occurring in the Board may be filled by the affirmative vote



of a majority of the remaining Directors and Officers. A Director and/or Officer elected to fill a vacancy shall serve the predecessor's remaining Term in the position.

#### *Absenteeism*

1. Any Director and/or Officer that misses more than two (2) unexcused meetings per year may be removed for cause.

#### *Meetings*

1. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided forty-eight (48) hours written, electronic or facsimile or post, notice of such meeting is given to each Director. There shall be at least one (1) meeting per year of the Board of Directors.
2. A majority of Directors in office, from time to time, but no less than two (2) Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any authorities, powers and discretions by or under the by-laws of the corporation.
3. Each Director is entitled to one (1) vote.

#### *Salaries*

1. The salaries, if any, of the employees of the corporation shall be fixed by the Board.

#### *Fiduciary Duty*

1. A member of the Board of Directors of the Corporation shall stand in a fiduciary relation to Reining Canada and shall perform his or her duties as a member of the Board of Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a member of the Board of Directors shall be entitled to rely on good faith information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:
  - i.) One or more officers or employees of the Reining Canada whom the Directors reasonably believes to be reliable and competent in the matters presented;
  - ii.) Counsel, public accountants or other persons as to matters which the Directors reasonably believes to be within a professional and expert competence of such person;
  - iii.) A Committee of the Board upon which he or she does not serve, duly designated in accordance with law as to matters within its designated authority, which a director reasonably believes to merit confidence.
2. A member of the Board of Directors shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.



3. In discharging the duties of their respective positions, the member of the Board of Directors shall at all times use the skill and diligence a person of ordinary prudence would use in similar circumstances.
  - a) So long as the Director uses such skill and diligence as a person of ordinary prudence would use under similar circumstances, he or she shall not be held personally responsible for any actions taken on behalf of the Corporation.

#### *Removal*

1. Any appointed or elected Director and/or Officer may be removed from the Board by a majority vote of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. However, such removal shall be without prejudice to contract rights, if any, of the person so removed.

#### *Representation*

1. An Officer, Director, employee or employee other than the President, attending a Reining Canada sponsored or approved event or any other reining event shall not attend in any official capacity unless authorized by the Executive Committee or the Board.

### **Article 7 - ELECTION OF OFFICER'S & DIRECTOR'S**

#### *Term of Office*

1. The election of Officers and Directors shall be held at the Annual General Meeting of the Corporation.
2. So as to have continuity in the Officers of the Corporation: The Vice President and Treasurer shall be elected on odd-numbered years for a Term of two (2) years. The Secretary shall be elected on even-numbered years. One Director will be elected every year with a Term of two (2) years.
3. The President-Elect shall be elected annually and advance after the completion of each Term automatically to President, and Past President. In order to be nominated to President-Elect the nominee must have served a prior Term as an Officer or Director.
4. In order to maintain continuity one Director at Large shall be elected in odd years and one Director shall be elected on even years for a Term of two (2) years.
5. Directors at Large appointed by the Board shall have a Term of one (1) year.

#### *Nominations*

1. The Nominations Committee will consist of the Executive Committee and any other Member as appointed by the Executive Committee. The Nomination Committee may nominate a Member in Good Standing.
2. In order to appear on the ballot and be considered for office a member



can be nominated in one of the following methods:

- a) Be nominated by the Board for an office. Not less than sixty (60) days prior to the end of the year the Board must submit to the Secretary a list of one (1) qualified candidate willing and able to hold office for every office of the Corporation.
- b) A Member may be nominated by the membership in writing to Reining Canada not less than sixty (60) days prior to the end of the year. Said request must clearly state the name of the Member who is qualified and willing to stand for election, a current curriculum vitae, and the office desired and be signed by the candidate and not less than five (5) Members in Good Standing.

#### *Voting*

1. Each Voting Member of the Corporation is entitled to one (1) vote, must be present at the Annual General Meeting or Special General Meeting in order to vote.
2. Absentee Ballots, fully and legibly completed and bearing the signature of a Voting Member will be accepted provided the Reining Canada office receives them not less than fifteen (15) days prior to the designated Annual General Meeting. Such Advance Ballots shall be received by the Secretary and will be counted.
3. Proxy voting will be not be permitted by Reining Canada.
4. The candidate receiving the most votes for an office will be declared by the President during the Annual General Meeting to be the holder of said office for the next year.

#### *Voting Tie*

1. In the event of voting tie the President will have a second casting vote.

### **Article 8 - MEETINGS**

#### *Annual General Meeting*

1. The President will determine a time and venue (within Canada) for the Annual General Meeting to be held any time from 90 days prior to 90 days subsequent to expiry of the calendar year.
2. Notice and Agenda of the Annual General Meeting will be served to every Member in Good Standing with the Corporation by regular or electronic mail not less than sixty (60) days prior to the date of the Annual General Meeting.
  - a) Said Notice will be executed by the Secretary and will provide the location, time and date of the general membership meeting, the names of all members qualified and eligible to stand for office, and any and all recommended By-law and/or Constitution



changes.

#### *Agenda*

1. The Agenda of the general membership meeting will include a report to the Members by the Board as to condition of the Corporation, the presentation of the Treasurer's financial report, the election of Officers and the consideration of By-law and/or Constitution changes. The President shall act as the Chairperson at the Annual General Meeting.

#### *Special General Meeting*

1. Special General Meeting of the membership may only be called by the Board to be held at a time and place designated by the Board.
2. Notice for the Special Meeting will be given, to each Member at least thirty (30) days prior to the meeting.
3. Business transacted at all Special General Meetings shall be confined to the objects stated in the call and Notice of the meeting and meetings germane thereto.
4. The President shall act as the Chairperson at Special General Meetings.
5. Special Resolutions may only be passed by a vote of not less than seventy five (75) percent of Members in Good Standing, who voted in favour of the Resolution.

#### *Quorum*

1. At any meeting of the Corporation, whether it is the Annual General Meeting or any Special General Meeting, the Members present shall constitute a quorum.

### **Article 9 - MISCELLANEOUS PROVISIONS**

#### *Signing Authorities*

1. The Board will determine the signing authorities of Reining Canada.

#### *Notice*

1. All Notices of the Corporation are deemed to be delivered three (3) days after said have been addressed to the last known address of the respondent and have been placed in the care of Canada Post or other delivery conduit deemed acceptable to the Secretary.
2. Notices to the Corporation will be deemed to be received when said are placed in the care and control of the Secretary by whatever means.

#### *Explanation*

1. The words Reining Canada, or Corporation and the acronym Reining Canada used in this document are synonymous and are used to refer to the Reining Canada.



#### **Article 10 - ANNUAL STATEMENTS**

1. The Board shall present at each annual meeting, a full and complete statement of the business and affairs of Reining Canada for the preceding year.
2. Auditors will be appointed by the Members at each Annual General Meeting to audit and/or review the financial statements for reports to the Members at the following Annual General Meeting. Auditors may not be Directors, Officers or employees of the Corporation without approval of all Members present at the Annual General Meeting.

#### **Article 11 - INDEMNIFICATION**

1. Reining Canada shall indemnify each of its Directors, Officers, employees and committee members whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defence of any litigation to which the individual may have been a party because he or she was a Director, Officer or employee or committee member of the Corporation.
2. The Director, Officer, employee or committee member shall have no right to reimbursement however in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance in his or her duty as a Director, Officer or employee by reason of wilful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her office, role or employment.
3. The right to indemnify for expenses shall also apply to expenses of suits, which are comprised or settled if the Court having jurisdiction of this matter shall approve such settlement.
4. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights which such Director, Officer or Employee may be entitled by insurance.

#### **Article 12 - AMENDMENTS**

1. Proposed amendments to the By-laws must be presented to the Reining Canada office at least sixty (60) days prior to expiration of the calendar year written Notice of the proposed amendments will be provided in the notification of the Annual General Meeting Notice.
2. The Board or any five (5) Members in Good Standing may present amendments to the bylaws.
3. These amendments will be considered and voted on at the Annual General Meeting, and must be passed by a vote of not less than seventy five (75) percent of Members in Good Standing, who voted in favour of the Resolution.
4. The amendments will not be enforced or acted upon until the approval of the Minister has been obtained.



**Article 13- DISSOLUTION OF THE CORPORATION**

1. In the event of the dissolution of the Corporation for any cause whatsoever, the property and assets of the Corporation after all liabilities have been met, shall not, in any event, be distributed among the Members, but shall be disposed of by donating to another organization having similar non-partisan, non profit objectives.

