

Reining Canada – Bylaws and Constitution

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REINING CANADA BY LAWS AMENDED JANUARY 19, 2013



Bylaws of Reining Canada

Definitions

1. In this bylaw:
 - a) "Annual General Meeting" means the regular general meeting of the Members required by the Bylaws and the Statutes to be held annually;
 - b) "Board" means the board of directors of the Corporation, which shall be comprised of Directors-at-Large and the Executive Committee;
 - c) "Bylaws" means this bylaw and all other bylaws of the Corporation from time to time in force and effect;
 - d) "Chair" or "Chairperson" means the individual selected by the Board or dictated by the Bylaws to preside over a meeting;
 - e) "Corporation" means the Reining Canada corporation;
 - f) "Director" means an individual member of the Board;
 - g) "Director-at-Large" means a Director who is not a member of the Executive Committee;
 - h) "Executive Committee" means the Officers of the Corporation, including: Past President, President, President-Elect, Vice President, Treasurer and Secretary;
 - i) "Executive Director" means a paid employee selected by the Board with the day-to-day operational responsibility of the Corporation;
 - j) "Fiscal Year" means January 1 to December 31;
 - k) "Member" means a member of the Corporation. A Member may have either a General Membership or a Youth Membership;
 - l) "Member in Good Standing" means a Member who has no financial obligation to the Corporation and whom the Board has approved for membership;
 - m) "NRHA" means the National Reining Horse Association;
 - n) "Officer" means an individual member of the Executive Committee;
 - o) "Ordinary Resolution of the Members" means a resolution passed by a vote of not less than a majority of voting Members who voted in favor of the resolution, passed at an Annual General Meeting to establish policy or overall direction for the Corporation, not everyday business, and on matters where a Special Resolution of the Members 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.



- p) "Person" means only a natural person and does not include corporations or other artificial persons;
 - q) "Special General Meeting" or "Special Meeting" means a special meeting of the Members called to discuss and consider matters that cannot wait until the Annual General Meeting;
 - r) "Special Resolution of the Members" means a resolution passed at a meeting of the Members to issue debentures, or to amend the Bylaws, which may only be passed by a vote of not less than seventy five percent (75%) of voting Members who voted in favor of the resolution; and
 - s) "Statutes" means the *Canada Not-for-profit Corporations Act* and every other act incorporated therewith or amending the same or any other act or acts substituted therefor and in the case of such substitution, the reference in the Bylaws to non-existing acts shall be read as referring to the substitution therefor in the new act or acts.
2. Words which have a special meaning assigned to them in the Statutes shall have the same meaning in the 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. Unless otherwise indicated, reference to individuals shall include corporations.

Article 1 – Title & Seal

1. The Corporation has been incorporated under the laws of Canada and is known as Reining Canada (hereinafter referred to as 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 the 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 interested in reining in Canada.

Article 3 – Operation

1. The business office and registered office (if different) of the Corporation will be located in a Province of Canada determined by the Board.

Article 4 – Membership

Membership Type & Availability

1. Membership in the Corporation is a privilege and can be denied to any Member or non-member by resolution of the Board.
2. There shall be two (2) classes of membership in the Corporation: General Membership and Youth Membership.
3. General Membership is open to any person of good character and reputation that has an interest in reining horses and/or the promotion of the reining horse. General Members shall be entitled to receive notice of, attend and vote at meetings of Members, and to stand for election as a Director, provided that General Members who are Non-Voting Members shall not be entitled to receive notice of, attend, nor vote at meetings of Members, or to stand for election as a Director. A Non-Voting Member is a General Member who is:
 - a) seventeen (17) or under years of age as of January 1 of the then-current calendar year;
 - b) a Member who has not paid his or her applicable membership fees prior to receiving notice of the meeting of the Members at which the Member wishes to vote;
 - c) a paid employee of the Corporation; or
 - d) not a Member in Good Standing.
4. Youth Membership is open to any individual who is eighteen (18) or less years of age as of January 1 of the then-current calendar year. A Youth Member is entitled to receive notice of and to attend meetings of Members, but Youth Members shall not be entitled to vote at meetings of Members, nor to stand for election as a Director.



Dues

1. Each Member may be required to pay annual membership fees to the Corporation.
2. Such membership fees may be determined by the Board, from time to time.

Roles and Responsibilities

1. Subject to the restrictions on receiving notice of and attending meetings, voting and standing for office set out in this Article 4, all Members shall have the right to take part in all activities of the Corporation.
2. Every Member shall observe and perform all lawful requirements and follow the Bylaws. Failure to follow the NRHA Guidelines may result in disciplinary action being taken against a Member in accordance with the NRHA Guidelines, including, but not limited to, suspension of membership.

Register of Members

1. The Corporation shall maintain a complete and up-to-date Register of the Membership, as provided by NRHA and its affiliate organizations.
2. The Secretary shall ensure a copy of the Register of the Membership is available at all meetings of the Members to determine voting eligibility.

Memberships not Transferable

1. The interest of a Member is not transferable and lapses and ceases to exist upon termination of the Member's membership in the Corporation.
2. A Member may resign membership in the Corporation by delivering a notice of resignation, in writing, to the Board.

Article 5 – Officers and Executive Committee

1. The Officers of the Corporation shall be the Past President, the President, the President-Elect, the Vice President, the Treasurer and the Secretary, and shall together comprise the Executive Committee.
2. The Executive Committee shall be elected in accordance with the election procedures that are set out in Article 7.

Past President

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

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 Corporation's notices to be executed consistent with the Bylaws and any and all requirements of law.
 - b) Retain the Corporate Seal of the Corporation.
 - 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 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

Composition

1. The Board will be comprised of the Executive Committee and up to seven (7) Directors-at-Large.



2. All Directors must be Members.
3. The Board shall be elected by the Members, or appointed by the Board, as the case may be, in accordance with Article 7.

Executive Director

1. In the event the Corporation has retained an Executive Director or any paid employees, the Executive Director and any such employees of the Corporation shall not be a Director.

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. A Director elected to fill a vacancy shall serve the predecessor's remaining term in the position.

Absenteeism

1. Any Director that misses more than two (2) unexcused Board meetings in one (1) year may be removed for cause by a resolution of the Board.

Meetings of the Board

1. Meetings of the Board may be held at any time and place to be determined by the Board, provided notice of such meeting is given to each Director at least forty-eight (48) hours before the meeting is held. Such notice may be given in writing, by electronic transmission (such as email), by fax or by mail. A notice of a meeting of the Board need not specify the purpose of the business to be transacted at the meeting, except where the Statutes require such purpose of business to be specified. Any person entitled to notice may in any manner waive notice of or otherwise consent to a meeting of the Board.
2. If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic or other communication facilities that permit all persons participating in the meeting to hear each other and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office. At the commencement of each meeting by conference telephone or other permitted communications facility, each Director participating must clearly indicate his or her attendance and the Secretary shall maintain a record of the Directors so participating.
3. A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board.
4. The Board shall meet at least once every year.
5. 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. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any authorities, powers and discretions granted to the Board by or under the Statutes and the Bylaws.

6. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question and each Director present shall have one (1) vote. In case of an equality of votes the Chairman of the meeting shall be entitled to an additional or casting vote.

Committees and Delegation

1. The Board may appoint committees of the Board and delegate to any such committee any of the powers of the Board, subject to the Bylaws and any rules and regulations imposed from time to time by the Board.
2. Subject to the Statutes, the Board may appoint such agents and engage such employees (and may delegate this function to an Officer or Officers) as it shall deem necessary, from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of agents, employees and committee members shall, subject to the other provisions of the Bylaws, be fixed by the Board by resolution, provided that the Board may delegate this function to an Officer or Officers.

Salaries

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

Fiduciary Duty

1. A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as 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 Director 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 Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - ii.) Legal counsel, public accountants or other persons as to matters which the Director 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 Director 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 or her reliance to be unwarranted.
3. In discharging the duties of his or her position, a Director 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 he or she has taken on behalf of the Corporation.

Removal

1. A Director may be removed from the Board for cause, by a majority vote of the Board. 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), shall not attend a reining event, or an event that is sponsored or approved by the Corporation, in any official capacity unless authorized by the Executive Committee or the Board.

Article 7 - Election of the Board

Election and Appointment

1. The Executive Committee shall be elected by the Members at the Annual General Meeting.
2. Three (3) Directors-at-Large shall be elected by the Members at the Annual General Meeting.
3. The Board shall appoint a minimum of two (2) to a maximum of three (3) additional Directors-at-Large, and shall appoint such Directors-at-Large so as to ensure there is representation on the Board from across Canada. Such appointment shall occur within a reasonable amount of time following the Annual General Meeting.

Term of Office

1. So as to have continuity in the Executive Committee:
 - a) The Vice President and Treasurer shall be elected on odd-numbered years for a term of two (2) years.
 - b) The Secretary shall be elected on even-numbered years for a term of two (2) years.
 - c) The President-Elect shall be elected annually for a term of three (3) years. After the completion of the first year of the President-



Elect's term, the President-Elect shall advance automatically to the office of President, and, after the second year of his or her term, shall advance automatically to the office of Past-President.

2. In order to maintain continuity, at least one (1) Director-at-Large shall be elected in odd years and at least one (1) Director-at-Large shall be elected on even years. Directors-at-Large shall be elected for a term of two (2) years.
3. 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 appointed by the Executive Committee. The Nominations Committee may nominate any Member in Good Standing for election as a Director, and shall be responsible for placing nominations for the office of Director before the Members at the Annual General Meeting.
2. In order to appear on the ballot and be considered for election as a Director, 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 Nominations Committee must submit to the Secretary a list of one (1) qualified candidate willing and able to hold office for every position on the Board that requires an election or appointment at the Annual General Meeting.
 - b) A Member may be nominated by another Member, in writing delivered to the Corporation not less than sixty (60) days prior to the end of the year. Said nomination must clearly state the name of the Member who is qualified and willing to stand for election, a current curriculum vitae of the nominee, the office desired and be signed by the candidate and not less than two (2) Members in Good Standing.
3. In order to be nominated to the office of President-Elect, a nominee must have served a prior term as a Director.

Voting in elections for office

1. Each voting Member is entitled to one (1) vote for the election of each office of the Corporation and, subject to the provisions for electronic and advance voting in Article 8 below, Members must be present at the meeting of the Members in order to vote. Proxy voting will not be allowed.
2. 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 tie vote in an election for an office of the Corporation, the President will have a second casting vote.

Article 8 - Meetings of the Members

Annual General Meetings

1. The President will determine a time and venue (within Canada) for the Annual General Meeting to be held, provided that the Annual General Meeting must be held any time from ninety (90) days prior to ninety (90) days subsequent to expiry of the calendar year.
2. Notice of the Annual General Meeting shall:
 - a) be executed by the Secretary;
 - b) be provided to each Member entitled to vote at the meeting, the Board and the auditor or accountant of the Corporation (if appointed), by the following means:
 - i) by mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - ii) by telephonic, electronic or other communication facility, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
 - c) Provide an agenda for the meeting, the location, time and date of the meeting, the names of all Members qualified and eligible to stand for office, and any and all recommended Bylaw changes.
3. The President shall act as the Chairperson at Annual General Meetings.

Agenda

1. The agenda for the Annual General Meeting will include:
 - a) a report to the Members by the Board as to condition of the Corporation;
 - b) the presentation of the Treasurer's financial report (including the financial statements and the auditor's or accountant's report for the preceding year) and any other reports required by the Statutes to be placed before the Annual General Meeting;
 - c) appointing auditors or accountants (or dispensing with their appointment);
 - d) the election of the Board; and



- e) the consideration of Bylaw and/or Constitution changes (if any).

Special General Meetings

1. Special General Meetings may only be called by the Board or Members who hold five percent (5%) of the total number of votes held by all of the Members.
2. Special General Meetings shall be held at a time and place designated by the Board.
3. Notice for the Special General Meeting will be given to the Members in the same manner that is set out above for the notice of the Annual General Meeting. The notice shall state the general nature of the business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgment thereon.
4. Business transacted at all Special General Meetings shall be confined to the objects stated in the call and Notice of the meeting and matters germane thereto. Such business may only be transacted by Special Resolutions of the Members.
5. The President shall act as the Chairperson at Special General Meetings.

Waiver of Notice

1. Any person entitled to notice may in any manner waive notice of or otherwise consent to a meeting of Members.

Voting at Meetings of Members

1. At any meeting of Members every question shall be determined by the majority of the votes duly cast on the question, unless the Statutes or the Bylaws provide otherwise. In case of an equality of votes at any meeting of Members either upon a show of hands or upon a ballot, the Chairperson of the meeting shall be entitled to an additional or casting vote.
2. A voting Member may participate in the Meeting by means of a telephonic, an electronic or other communication facility that permits all participants adequately with each other during the meeting, if the Board decides, in its sole discretion, to make such a communication facility available. A person so participating in a meeting shall be deemed to be present at the meeting. The vote of any Member who participates in a meeting by other means under to this section shall be made by a verbal or electronic vote, as the case may be, provided that all votes shall 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 Member voted.
3. Advance ballots, fully and legibly completed and bearing the signature of a voting Member will be accepted, provided the Corporation's office receives them not less than fifteen (15) days prior to the Meeting. Such advance ballots shall be received by the Secretary and will be counted.



4. A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members, except where it is prohibited by the Statutes.
5. Proxy voting will be not be permitted by the Corporation.

Quorum

1. At any meeting of the Corporation, the Members present who are entitled to vote at the meeting shall constitute a quorum.

Article 9 - Annual Statements

1. A full and complete statement of the business and affairs of the Corporation for the preceding year shall be presented to the Members at each Annual General Meeting.
2. An auditor or accountant shall be appointed by voting Members at the Annual General Meeting, provided that the Members may dispense with the appointment of an auditor for the following fiscal year by a resolution that is passed by all of the voting Members at an Annual General Meeting, if permitted by the Statutes. Without approval of all voting Members present at the Annual General Meeting, auditors may not be Directors, Officers or employees of the Corporation.
3. An annual audit of the books and accounts of the Corporation shall performed and presented in a report to the Members not less than twenty-one (21) and not more than sixty (60) days before each Annual General Meeting, provided that:
 - a) the Corporation may engage an auditor or accountant to conduct a review engagement or compilation of the books and accounts of the Corporation (instead of an audit), if an audit is not otherwise required by the Statutes; and
 - b) the Corporation may, instead of sending copies of the annual financial statements and auditor's report (if any) to the Members, send a notice to the Members stating that the annual financial statements and auditor's report (if any) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Article 10 - Indemnification

1. The Corporation 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 11 - Amendments

1. Proposed amendments to the Bylaws must be presented to the Corporation's office at least sixty (60) days prior to expiration of the calendar year. Written notice of the proposed amendments will be provided in the notice of the Annual General Meeting.
2. The Board or any five (5) voting Members 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 Special Resolution of the Members.

Article 12 - 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.

Article 13 - Miscellaneous Provisions

Signing Authorities

1. The Board will determine the signing authorities of the Corporation.

Notice

1. All notices of the Corporation sent by post are deemed to be delivered three (3) days after they have been addressed to the last known address of the recipient 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 they 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 corporation.

Electronic Documents

1. Unless prohibited by the Statutes, an electronic document or correspondence (such as email) satisfies a requirement that a document or correspondence be in writing, provided that:
 - a) the addressee has consented, in writing, to the receipt of electronic documents;
 - b) the addressee has provided an information system for its receipt of electronic documents, such as an email address; and
 - c) the electronic documents were sent to such an information system.

