

BYLAWS
of
THE CANADIAN PONY CLUB INC.



2003

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Bylaws of the Canadian Pony Club Inc.

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1. INTRODUCTION

- 1.01 The head office of The Canadian Pony Club Inc. (referred to as "the Pony Club" in the remainder of this document) shall be in Canada at a location as determined from time to time by the Board of Directors.
- 1.02 The corporate seal of the Pony Club shall be in the form affixed to these Bylaws. The seal shall remain in the custody of the corporate Secretary or his or her designate.

2. OBJECTS

- 2.01 The objects of the Pony Club shall be:
- (a) to encourage those twenty-one years of age and under to participate in equestrian sports and to enjoy all aspects of activity related to horses and riding;
 - (b) to provide instruction in equitation, horsemanship and in the proper care of horses; and to organize, sponsor, conduct and manage various activities relating to horses and riding;
 - (c) to promote the highest ideals of sportsmanship, citizenship and loyalty thereby cultivating strength of character and self discipline;
 - (d) to promote the art of horsemanship generally, and in connection therewith to establish scholarships and bursaries for such purposes; and,
 - (e) to accept, receive and take by devise, bequest or gift and to hold, possess and enjoy, for the objects of the Pony Club, donations, gifts, grants, devises and bequests of real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe.

3. MEMBERSHIP CATEGORIES, QUALIFICATIONS, AND FEES

- 3.01 Membership in the Pony Club shall be open to persons interested in furthering the objects of the Pony Club and who meet the membership qualifications for the applicable membership class as given below. Membership is a privilege, not a right and may be denied by the Board of Directors or by a Branch or region within their area of authority as described in sections 11 and 12 if they believe that doing so is in the best interests of the Pony Club.
- 3.02 The Board of Directors may designate classes of memberships from time to time, provided that such classes shall include:
- (a) Active Members
Active Members shall consist of persons who:
 - 1 Make a written application for membership using forms as prescribed by the Board of Directors from time to time, and that such application be fully completed, duly signed and accepted by a recognized Branch of the Pony Club;
 - 2 Are under the age of 21 years as of January 1 of the year in which they wish to be a member;
 - 3 Pay all National, Regional, and Branch fees;
 - 4 Meet all other qualifications which may be set by the Region or Branch they wish to join; and,
 - 5 Active Members may only be a member of one Branch of Pony Club at any one time.

Active Members who are 18 years of age or older shall be entitled to vote at General Meetings of their Branch.

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(b) Associate Members

Associate Members shall consist of persons who:

- 1 Apply for membership using forms as prescribed from time to time by the Board of Directors or by the Region or Branch they wish to join or verbally if that is permitted by the Board of Directors, Region and Branch and that such application is accepted by the Board of Directors, Region or Branch involved;
- 2 Meet such additional qualifications which may be determined from time to time by the Board of Directors, Region and Branch to which they are applying;
- 3 Are 18 years of age or older at the time of applying; and,
- 4 Are not Active Members of any Branch of the Pony Club.

There shall be at least 3 categories of Associate Members, "National Associate Member", "Regional Associate Member" and "Branch Associate Member" based on whether an application is made to the Board of Directors, a Region, or a Branch.

Persons may be an Associate Member in more than one category at the same time.

Branches and Regions may create additional subcategories of Associate Members as part of their Rules and Regulations provided that all the above qualifications shall be included.

Branch Associate Members shall be entitled to vote at General Meetings of their Branch. Regional and National Associate membership does not carry any voting rights at national or regional meetings, however any Associate Member who holds an office may be entitled to a vote as an office holder.

(c) Corporate Members

Corporate members shall be those persons who:

- 1 Are 18 years of age or older.
- 2 Are exclusively entitled to vote at National Annual and Special General Meetings of the Pony Club.

Corporate members shall include all members of the Board of Directors.

Regions shall be entitled to elect or select up to one Corporate Member for each 25 Active Members who were registered in their Region as of the previous December 31 rounded to the nearest 25. These Corporate Members shall represent the Region's interests at Annual and Special General Meetings of the Pony Club.

Regions shall have the option of electing or selecting any number of Corporate Members from 1 to the number of votes to which they are entitled and may divide the rights to carry those votes between their Corporate Members either equally or unequally.

If a Region does not elect or appoint any Corporate Members, the Director who was elected by that region as the only remaining Corporate Member of that Region shall carry all the votes to which the Region is entitled.

(d) Honourary Members

Honourary Members are those persons who:

- 1 Are elected to such position by the Board of Directors, a Region, or a Branch; and,
- 2 Are not Active Members.

There shall be at least 3 categories of Honourary Members, "National Honourary Member", "Regional Honourary Member" and "Branch Honourary Member" based on whether the person is elected by the Board of Directors, a Region, or a Branch.

Branches and Regions may create additional subcategories of Honourary Members as part of their Rules and Regulations provided that all the above qualifications shall be included.

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Persons may be an Honourary Member in more than one category at the same time.

Honourary Membership at any level does not carry any voting rights.

- 3.03 Members of the Pony Club, referred to in the remainder of these bylaws as "Members", shall include Active Members, all categories of Associate Members, Corporate Members, and all categories of Honourary Members unless a particular class or category is specified.
- 3.04 The Board of Directors may from time to time set membership fees for any category of membership. Additional membership or activity fees may be set by Branches or Regions for the Members in their Region or Branch.
- 3.05 Membership records with Active Members' names, and the dates when each Active Member became or ceased to be an Active Member, testing records, and copies of all Membership Application forms shall be maintained by each Branch. Branches shall forward to their Region and Regions to the National Office lists of members and/or copies of membership forms including information such as names, addresses, birthdates, and test levels as may be specified from time to time by the Board of Directors or the Regions.

4. MEMBERS IN GOOD STANDING

- 4.01 "Members in Good Standing" shall be those Members who:
 - 1 Are not in arrears of any fees or other financial obligations to any part of the Pony Club;
 - 2 Are not under disciplinary restrictions or suspension by any part of the Pony Club.
- 4.02 All Members in Good Standing of the Pony Club shall have the right to attend and participate in National Annual General Meetings and National Special General Meetings, provided that voting rights at National Annual General Meetings and National Special General Meetings shall be restricted as in paragraph 6.03.

5. WITHDRAWAL, TERMINATION, OR SUSPENSION OF MEMBERSHIP

- 5.01 Any Member may withdraw his or her membership from the Pony Club by providing written notice to the Branch or Region where the Member is enrolled. A Member who withdraws from membership shall not be entitled to a refund of membership fees or absolved from liability for unpaid fees owing.
- 5.02 A District Commissioner may suspend the membership of any Member of his or her Branch for cause including but not limited to non payment of any fees or other financial obligations, violations of the Pony Club Code of Conduct, or conduct likely to bring discredit to Pony Club provided that the District Commissioner first obtains permission to do so from the Chair or Director of his or her Region. If requested by the suspended member or his or her representative, the suspension shall be reviewed by the Regional Committee within a reasonable time following procedures which shall be set out from time to time by the Board of Directors and which shall include the right of the member to a hearing at the appropriate level.
- 5.03 A Regional Chair may suspend the membership of any Member of his or her Region as in paragraph 5.02 with prior permission from the Board of Directors, Management Committee, or National Chair. If requested by the suspended member or his or her representative, the suspension shall be reviewed by the Board of Directors or Management Committee within a reasonable time following procedures which shall be set out from time to time by the Board of Directors and which shall include the right of the member to a hearing at the appropriate level.
- 5.04 The Board of Directors may suspend immediately, and if warranted after further investigation, terminate the membership of any Member for cause including but not limited to:
 - (a) non-payment of membership or activity fees;
 - (b) gross dereliction of duty; and
 - (c) behaviour likely to bring discredit to Pony Club.

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A Member shall be entitled to a hearing before his or her membership is terminated under this paragraph.

The Board of Directors may delegate the authority to carry out an investigation or hearing and to terminate membership on a case by case basis provided that in such cases, the Member shall have a right of appeal to the Board of Directors.

6. NATIONAL ANNUAL AND SPECIAL GENERAL MEETINGS

- 6.01 At the Annual General Meeting the Corporate Members shall:
- (a) receive the reports of the National Chair, Directors and Standing Committee Chairs;
 - (b) receive financial statements and the auditor's report;
 - (c) appoint auditors to audit financial statements, to hold office until the close of the next Annual General Meeting. Auditors may not be directors, officers or employees of the Pony Club;
 - (d) authorize the Board of Directors to fix the remuneration of the auditors;
 - (e) ratify, pass or amend bylaws; and,
 - (f) may consider or transact all other business as may duly come before them.
- 6.02 The Annual General Meeting of the Pony Club shall be held in Canada at the time and place determined by the Board of Directors provided that the Annual General Meeting shall be held:
- (a) at least once each calendar year;
 - (b) not more than four months after the fiscal year end of the Pony Club; and,
 - (c) not later than fifteen months after the preceding Annual General Meeting.
- 6.03 Each Region must provide a list of the names and addresses of each of their Corporate Members and the number of votes each one carries to the Secretary at least 40 days before any Annual or Special General meeting. Failure to provide such a list will mean that the Region has no elected or selected Corporate Members and that the Director elected by that region will carry all of the region's voting rights as per section 3.02 c)
- 6.04 A Corporate Member may give his or her written proxy to another Corporate Member who is entitled to vote at the meeting. The proxy holder shall register the proxy with the Secretary prior to the meeting being called to order.
- 6.05 A quorum for the transaction of business at Annual and Special General Meetings shall be ten (10) Corporate Members present in person provided that this must include Corporate Members from at least one third of the Regions.
- 6.06 Written notice of an Annual General Meeting stating the place, date and hour of such meetings and including a proxy form shall be mailed to each Corporate Member not less than thirty (30) days before the date of the meeting. The written notice may be delivered by hand, mail, fax transmission, electronic mail transmission, or other means such as the Board of Directors may allow from time to time. The notice shall provide the Corporate Members with enough information to allow them to make a reasoned decision as to the importance of their attendance at the meeting. Normally, this will be a simple agenda of items to be discussed but where special and unusual business is included, additional details may be required.
- 6.07 A Special General Meeting of Pony Club shall be called on the written request supported by a minimum of one-third (1/3) of Corporate Member votes as defined in paragraph 3.02 c). All provisions relating to Annual General Meetings shall apply to Special General Meetings, provided that no business may be transacted at a Special General Meeting other than that business specified in the notice of the meeting.

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7. BOARD OF DIRECTORS

- 7.01 The Board of Directors of the Pony Club shall consist of the National Chair, one (1) Director elected from each Region, and two (2) Directors who are Active Members, one of whom shall reside east of Manitoba, and one of whom shall reside west of Ontario. The immediate Past Chair shall be a non-voting member of the Board of Directors.
- 7.02 The Board of Directors shall elect the Active Member Directors from amongst nominations received from any Region wishing to propose a nominee.
- 7.03 The Board of Directors shall be vested with the overall authority to establish policies to control and manage the activities, affairs and finances of the Pony Club subject to these bylaws. The Board of Directors shall be authorized, without limiting the generality of the foregoing, to carry out the following duties:
- (a) govern the activities and affairs of the Pony Club and deal with all matters that may arise;
 - (b) establish and monitor appropriate activities to carry out the objects of the Pony Club;
 - (c) establish policies with respect to Regions and Branches;
 - (d) establish a rotation amongst Regions for the election of Directors to ensure overlapping terms for the Directors;
 - (e) approve Regional or Branch Regulations;
 - (f) set terms of reference for committees or sub-committees including the Management, Standing and ad hoc committees; and,
 - (g) approve the annual budget and financial statements of the Pony Club.
- Provided that all Directors of the Pony Club shall carry out their duties at all times with a view to the best overall interest of the Pony Club.
- 7.04 The Board of Directors decisions concerning interpretation of rules or matters in dispute including the interpretation of these bylaws shall govern.
- 7.05 The Board of Directors may from time to time pass such banking resolutions as the Directors determine to be appropriate. The Board of Directors may from time to time borrow money on the credit of the Pony Club and provide such security for any funds borrowed as may be required.
- 7.06 The Board of Directors may appoint agents and hire employees as it may from time to time deem necessary and such persons shall have the authority and perform the duties prescribed by the Board of Directors at the time of their appointment.
- 7.07 The Board of Directors shall be chaired by the National Chair.
- 7.08 The Board of Directors shall meet two (2) times in each calendar year at the call of the National Chair at such place in Canada as the Board of Directors may from time to time determine. Where circumstances warrant, additional meetings of the Board of Directors may be called by the National Chair, National Vice-Chair or any five Directors.
- 7.09 If at least 75% of the Directors consent, Directors may participate in meetings of the Board of Directors by telephone provided that all persons participating in the meeting can communicate with each other. A Director participating in the meeting by the above means is deemed to be present at the meeting for the purposes of establishing quorum.
- 7.10 A quorum at meetings of the Board of Directors shall consist of a majority of the members of the Board of Directors.
- 7.11 In the event that a Director is unable to attend a Board of Directors meeting, the Region that elected that Director shall be entitled to designate a representative to attend and participate at the meeting, provided that the designated representative shall not be entitled to vote on matters arising at the meeting nor to attend in camera sessions.
- 7.12 The term of office for all Directors is two(2) years. Directors may be re-elected for any number of consecutive terms.

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- 7.13 Terms of office for Directors shall begin on January 1 following the date of their election and end on Dec 31 of the last year of their term.
- 7.14 If for any reason, a Director cannot complete his or her term in office, a replacement shall be selected as per paragraph 11.17.
- 7.15 Subject to 7.16, each Member of the Board of Directors, excluding the National Chair, shall have one (1) vote at Board of Directors meetings, provided that the National Chair may vote in the event of a tie. Except as specified elsewhere in these bylaws or by Canadian law, questions arising at meetings of the Board of Directors shall be decided by a majority of votes.
- 7.16 Notwithstanding paragraph 7.15, each member of the Board of Directors, including the National Chair, shall have one (1) vote at the election of officers. The election of officers of the Pony Club shall be decided by a majority of votes. In the event of a tie, voting shall be repeated until the elections are concluded by a majority of votes.
- 7.17 Notice of meetings of the Board of Directors shall be sent to all Directors at least twenty-one (21) days before the meeting. The notice may be delivered by hand, mail, fax transmission, electronic mail transmission, or other means such as the Board of Directors may allow from time to time.
- 7.18 Every Director or Officer of Pony Club and any person directly involved in the operation of the Pony Club at an International, a National, a Regional or at a Branch level and his or her respective heirs and legal representatives shall be indemnified out of the funds of the Pony Club against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred in relation to any action to which the Director or Officer and any person directly involved in the operation of the Pony Club at an International, a National, a Regional or at a Branch level is made a party by reason of his or her being a Director or Officer, and any person directly involved in the operation of the Pony Club at an International, a National, a Regional or at a Branch level, if:
- (a) the Director or Officer and any person directly involved in the operation of the Pony Club at an International, a National, a Regional or at a Branch level acted honestly and in good faith in such matter with a view to the best interest of the Pony Club; and,
 - (b) the costs, charges and expenses incurred by the Director or Officer and any person directly involved in the operation of the Pony Club at an International, a National, a Regional or at a Branch level were not occasioned by his or her own wilful neglect or default.

8. NATIONAL OFFICERS

- 8.01 The Officers of Pony Club shall consist of the National Chair, National Vice-Chair, Finance Chair and Secretary and such other Officers as the Board of Directors may from time to time elect.
- 8.02 Officers of Pony Club shall be elected by the Board of Directors from amongst themselves.
- 8.03 If an Officer resigns or for any other reason cannot complete his or her term, the Board of Directors may elect a replacement from among themselves to complete the unexpired portion of the term
- 8.04 When any Director becomes National Chair, his or her position as a Director representing a Region shall immediately be declared vacant and shall be filled as described in paragraph 11.17.
- 8.05 The Officers of Pony Club shall carry out the duties that are ordinarily and properly associated with their respective offices. Officers' duties shall be established in terms of references approved from time to time by the Board of Directors with reference to the following fundamental duties:
- (a) The National Chair shall:
 - (i) oversee the administration of Pony Club;
 - (ii) preside at all national meetings;
 - (iii) be an ex-officio Member of all committees;
 - (iv) represent Pony Club at all levels across Canada and internationally; and,
 - (v) be a member of the Management Committee.

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- (b) The National Vice-Chair shall:
- (i) act in the absence of the National Chair, and in such case, shall exercise all of the powers and duties of the National Chair;
 - (ii) be responsible for the co-ordination of national Pony Club activities and the co-ordination of Pony Club activities between Regions; and,
 - (iii) be a member of the Management Committee.
- (c) The Finance Chair shall:
- (i) be charged with all financial responsibilities of Pony Club;
 - (ii) be responsible for books of account to be maintained, and available for inspection by any member of the Board of Directors, any member of a Regional Committee, or any member of a Branch Executive Committee at such time and in such place as is reasonable;
 - (iii) ensure that such books of account are audited as required;
 - (iv) be responsible for preparing and presenting to the Board of Directors a proposed budget for the following fiscal year, or subsequent fiscal years as determined by the Board of Directors;
 - (v) be responsible for fund raising in accordance with the budget approved by the Board of Directors; and,
 - (vi) be a member of the Management Committee.

Provided that some or all of such activities except for item (vi) may be delegated to a financial assistant or treasurer, who need not be a Member of the Board of Directors;

- (d) The Secretary shall:
- (i) give notice of all national meetings;
 - (ii) take minutes at all national meetings;
 - (iii) circulate minutes of all national meetings;
 - (iv) maintain a list of Members of Pony Club; and,
 - (v) maintain appropriate minute books which shall be available for inspection by any member of the Board of Directors, any member of a Regional Committee, or any member of a Branch Executive Committee at such time and in such place as is reasonable.

Provided that some or all of such activities may be delegated to an assistant, who need not be a Member of the Board of Directors.

- 8.06 With the exception of the National Chair, the term of office for all Officers is one year and Officers may be elected to serve for any number of consecutive terms in the same office.
- 8.07 The term of office for a National Chair shall be 2 years. A National Chair shall be eligible for re-election by the Board of Directors for a second term but shall not serve more than two consecutive terms in office. He or she shall be eligible for re-election following the completion of the term of office of his or her successor.
- 8.08 Terms of office for all Officers shall begin immediately when they are elected. Each "year" in the term shall be the time from their election to the time when elections are called at the meeting closest to one calendar year later.

9. MANAGEMENT COMMITTEE

- 9.01 The Management Committee shall consist of the National Chair, the National Vice-Chair and the National Finance Chair plus additional members who shall be elected annually by the Board of Directors from amongst themselves so that the total membership of the Management Committee is 5 persons. In the event of a vacancy during the year, the Board of Directors shall elect a replacement from within its numbers.
- 9.02 The Management Committee shall be vested with the complete authority of the Board of Directors to make day to day decisions and manage the activities, affairs and finances, including budget changes, of the Pony Club between meetings of the Board of Directors, subject only to terms of reference which may be established from time to time by the Board of Directors. The Management Committee shall carry out its duties at all times with a view to the best overall interest of the Pony Club.

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- 9.03 The National Chair shall Chair the Management Committee, which shall meet at the call of the National Chair after reasonable notice has been provided, or as directed by the Board of Directors. The Management Committee shall meet in person or by other means as is deemed appropriate.
- 9.04 A quorum of the Management Committee shall consist of three (3) Members. All members of the Management Committee, including the National Chair, who are participating in the meeting shall have one vote on all matters. Except as specified elsewhere in these bylaws or by Canadian law, questions shall be decided by a majority of the Members participating in the meeting, provided that in the event of a tie, the motion shall be defeated.
- 10. NATIONAL COMMITTEES**
- 10.01 There shall be National Committees for each of Testing, Education, Communications, and for each of the competitive disciplines which the Board of Directors may from time to time recognize as national disciplines.
- 10.02 Each region shall have the right to elect or appoint one representative to each of the Testing, Education, and Communications Committees.
- 10.03 Each Region which participates in a recognized national discipline shall have the right to elect or appoint one representative to the National Committee for each discipline in which it participates.
- 10.04 The National Committees for the competitive disciplines must establish and maintain, subject to approval of the Board of Directors, criteria for determining which Regions are or are not actively participating in that discipline.
- 10.05 Additional voting or non-voting National Committee members may be appointed by the Board of Directors from time to time or may be included at the request of the National Committee subject to approval by the Board of Directors. All voting members of any national committee must be 18 yrs of age or older.
- 10.06 National Committee Chairs shall be elected by the Board of Directors for a one (1) year term of office which shall begin immediately following their election and end when the Board of Directors elects a successor. A National Committee Chair may or may not be a Member of the Board of Directors.
- 10.07 If the representative of any Region is elected the National Committee Chair for any discipline, that Region may elect or appoint a replacement to serve the remainder of the term as the Region's representative.
- 10.08 If a National Committee Chair is for any reason unable to complete his or her term in office, the Board of Directors or the Management Committee may appoint a replacement to complete the unexpired portion of the term.
- 10.09 If a National Committee member who represents a Region is unable for any reason to complete his or her term in office, the Regional Committee of the Region which he or she represented may elect or appoint a replacement to complete the unexpired portion of the term.
- 10.10 The Board of Directors may from time to time establish or revise terms of reference for each National Committee and/or National Committee Chair as it deems expedient.
- 10.11 In addition to the above committees, the Board of Directors may from time to time establish or disband working committees and/or establish or revise terms of reference for each working committee as it deems expedient. Working committees are committees such as Finance or Risk Management which either have a specific assigned task or whose members must have specific skills and where representation from all regions is less important than the skills needed to manage the assigned tasks.
- 10.12 All members of working committees shall be elected by the Board of Directors annually for a 1 year term beginning immediately upon election and each member may or may not be a member of the

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Board of Directors. The Board of Directors or the Management Committee may at any time elect additional working committee members who shall hold office until the next annual national elections.

10.13 The duties of all National Committees shall be in accordance with the objects of the Pony Club.

11. REGIONS

11.01 For the purpose of administration the Pony Club shall consider Canada to be divided into Regions as limited and defined from time to time by the Board of Directors and approved at an Annual or Special General Meeting of Pony Club.

11.02 No Regions may be removed nor additional Regions created except on the recommendation of the Board of Directors, subsequently approved and ratified at an Annual or Special General Meeting of Pony Club.

11.03 The Board of Directors shall have the authority to revise the names of Regions or to make minor adjustments to the geographic boundaries of Regions at any time.

11.04 Regional Committees under the supervision of the Regional Chair shall be responsible for carrying out the following functions in addition to such further responsibilities as may be assigned from time to time by the Board of Directors:

(a) to co-ordinate and facilitate communication between Branches and the Board of Directors;

(b) to monitor Branches' activities within the Region;

(c) to encourage and promote the development of Branches;

(d) to collect membership and activity fees as necessary for the Branches within the Region and for the Region; and,

(e) to hold a Regional Annual General Meeting.

11.05 Regional Committees shall consist of a Regional Chair, Vice Chair, Secretary, Treasurer, District Commissioners, Visiting Commissioners, the Director and Deputy Director elected by the Regional Committee [in the event that the Director or Deputy Director is not the Regional Chair], a Regional Youth Representative, and such further Members as may be elected by the Regional Committee from time to time provided that a majority of the voting members of each Regional Committee must be District Commissioners, Assistant District Commissioners, or other persons who are elected directly by individual Branches or directly by the Active Members of the Region.

11.06 The Regional Committee may increase the number of Regional Youth Representative positions, may create Branch Youth Representative positions on the Regional Committee, and may in its Rules and Regulations establish procedures to allow direct election of Youth Representatives by the Active Members. All such Regional Youth Representatives and Branch Youth Representatives shall be full members of the Regional Committee with all rights except for voting restrictions as in section 15.

11.07 The Deputy Director shall work closely with the Region's Director and shall maintain an up to date knowledge of National issues. Regions may choose not to elect a Deputy Director, in which case, the Regional Chair if he or she is not the Region's Director shall also assume the office of Deputy Director. Otherwise, the position shall remain vacant. Refer to 11.17 for the procedure to have the Deputy Director replace the Director.

11.08 Regional Committees shall elect Regional Officers from amongst the Members of the Regional Committee or other qualified candidates and they shall consist of the Regional Chair, Regional Vice-Chair, Regional Treasurer and Regional Secretary.

11.09 The Board of Directors shall have the authority to cancel the election of a Regional Chair or other Regional officer within 30 days of being notified of the results of such election. In order to be carried, motions to cancel an election must be supported by at least two thirds of the Board members.

11.10 Regional Committees shall be chaired by a Regional Chair. A Regional Chair's term of office shall be two (2) years.

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- 11.11 Unless specified differently in Regional Rules and Regulations, the term of office for all members of the Regional Committee other than the Regional Chair, Director, and District Commissioners shall be one year beginning immediately upon their election and there shall be no limit on the number of consecutive terms a person may serve in the same office.
- 11.12 The Regional Chair shall generally supervise and oversee the administration of the affairs of the Region. This includes the authority to suspend any decision of the Regional Committee or any subcommittee pending review by the Management Committee or Board of Directors if he or she believes that the decision is contrary to any Pony Club policy.
- 11.13 Visiting Commissioners shall be elected by the Regional Committee from amongst those who are qualified and are capable of rendering assistance to a Region, Branch or Branches of the Pony Club. A Visiting Commissioner shall have the right to attend all meetings of the Regional Committee, Branch Executive Committees, all Branch functions within the Region which elected him or her, and shall be available to give assistance and encouragement to the Region, Branches, and/or individual Members.
- 11.14 A Region may adopt Regional Rules and Regulations which may include terms of reference for the Regional Chair, Regional Officers, Visiting Commissioners and others provided that they are consistent with these bylaws and policies which may be established by the Board of Directors from time to time. Regional Rules and Regulations may amongst other matters deal with the following:
- (a) qualifications for Active Members within the Region (in addition to National qualifications), Regional Associate Members and/or Regional office holders. Qualifications for Active Members must follow policies which may be set from time to time by the Board of Directors and must be approved by the Board of Directors or the Management Committee before taking effect;
 - (b) conflict of interest guidelines for Regional Associate Members and/or office holders;
 - (c) Regional Annual and Special General Meetings;
 - (d) election procedures for the Regional Chair, the Region's Director, and/or other Regional office holders;
 - (e) terms of office and/or limitations on consecutive terms served in office for all Regional offices;
 - (f) procedures for resolving controversy within the Region; and,
 - (g) establishing quorums for meetings.
- Regional Rules and Regulations shall not become effective until approved by the Board of Directors or the Management Committee.
- 11.15 Activity fees may be set by a Region or Branch provided that such fees are consistent with policies that may be established from time to time by the Board of Directors.
- 11.16 Each Region shall hold a Regional Annual General Meeting at which it shall:
- (a) If the position is vacant, elect a Member to the Board of Directors who may or may not be the Regional Chair;
 - (b) ratify, pass or amend Regional Regulations as required; and,
 - (c) receive reports from the Regional Chair, District Commissioners, and others as may duly be received.
 - (d) arrange that the finances of the region be reviewed by at least one person other than the Treasurer and who is not related to the Treasurer.
- 11.17 In the event that a Director elected by a Region is:
- (a) elected by the Board of Directors to become the National Chair;
 - (b) removed from office or resigns; or,
 - (c) is not able to complete his or her term of office for any other reason,

the Deputy Director of the Region shall immediately assume the position of Director for the Region and shall serve the unexpired portion of the Director's term of office.

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If the position of Deputy Director is vacant, the Region from which the Director was elected shall, at the earliest reasonable opportunity after the position is vacated and with at least 21 days notice to all members of the Regional Committee, elect a new Director to complete the unexpired term of office.

- 11.18 If any member of the Regional Committee who was elected by a Branch is unable for any reason to complete his or her term in office, the Branch which elected him or her may appoint or elect a replacement to serve the unexpired portion of the term.
- 11.19 If any other member of the Regional Committee not included in paragraphs 11.17 or 11.18 is unable for any reason to complete his or her term in office, the Regional Committee may appoint or elect a replacement to serve the unexpired portion of the term.
- 11.20 Upon the closing or winding up of any Region of the Pony Club for whatsoever reason, its last Regional Chair holding office or in his or her absence the Director from that Region and the Regional Committee must remit all membership fees and other accounts due, all membership records of the Region, all Regional assets, all books, statements of account of the Region, and all other documents held by the Region in respect of or relating to affairs of the Region to the Board of Directors.

12. BRANCHES

- 12.01 There shall be Branches of Pony Club within each Region for the purpose of promoting and implementing the objects of Pony Club.
- 12.02 Regional Committees shall have the authority to create new branches which shall become recognized Branches of the Pony Club immediately upon approval of the new Branch and its District Commissioner by the Regional Committee. The name of any new Branch shall be tentative until approved by the Board of Directors.
- 12.03 Any Branch of the Pony Club is subject to suspension by the Board of Directors or the Regional Committee of the Region in which it is located if it is in violation of any Pony Club bylaw, rule, regulation, or policy and/or if in default of any membership, activity, or other fees or payments which are rightly due to its Region or to the Pony Club. A Branch of the Pony Club which has been suspended shall not take part in any Pony Club activities nor shall the members of its Branch Executive Committee be entitled to a vote at Regional meetings or general meetings of the Pony Club.
- 12.04 The affairs and activities of Branches shall be managed under the supervision of the District Commissioner by a Branch Executive Committee which shall be composed of a District Commissioner, Assistant District Commissioner, Branch Treasurer, and Branch Secretary.
- 12.05 If a Branch Executive Committee so wishes in order to help with the operations of a larger Branch, it may add 1 Executive Committee Member for each 5 registered Active Members in its Branch, to a maximum number of 10 Executive Committee members.
- 12.06 Members of the Branch Executive Committee shall be elected at a Branch Annual or Special General Meeting where voting shall be as in paragraph 15.03.
- 12.07 A Branch Executive Committee shall elect the District Commissioner and Officers from amongst the Branch Executive Committee Members or other qualified candidates. If provided for in the Branch Rules and Regulations, the District Commissioner and Officers may instead be directly elected at a Branch Annual or Special General Meeting.
- 12.08 The Regional Committee shall have the authority to cancel the election of a District Commissioner or other branch officer within 30 days of being notified of the results of such election. In order to be carried, motions to cancel an election must be supported by at least two thirds of the Committee members
- 12.09 Unless specified differently in the Branch Rules and Regulations, the term of office for a District Commissioner shall be two (2) years and for all other Branch office holders shall be one (1) year

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beginning immediately upon his or her election and there is no limit on the number of consecutive terms any person may serve in the same office.

- 12.10 The District Commissioner shall generally supervise and oversee the administration of the affairs of the Branch. This includes the authority to suspend any decision of the Branch Executive Committee or any subcommittee pending review by the Regional Committee if he or she believes that the decision is contrary to any Pony Club policy.
- 12.11 If a member of the Branch Executive Committee is unable for any reason to complete his or her term in office, the remaining members of the Branch Executive Committee may elect a replacement to serve the unexpired portion of the term.
- 12.12 A Branch Executive Committee may adopt Branch Rules and Regulations which may include terms of reference for the District Commissioner, Assistant District Commissioner, Branch Officers and others provided that they are consistent with these bylaws, Regional Rules and Regulations, and policies which may be established from time to time by the Board of Directors. Branch Rules and Regulations may amongst other matters deal with the following:
- (a) qualifications for Active Members within the Branch (in addition to National and Regional qualifications), Branch Associate Members and/or Branch office holders. Qualifications for Active Members must follow policies which may be set from time to time by the Board of Directors and must be approved by the Board of Directors or the Management Committee before taking effect.;
 - (b) conflict of interest guidelines for Branch Associate Members and/or office holders;
 - (c) Branch Annual and Special General Meetings;
 - (d) election procedures for District Commissioners and/or other Branch office holders;
 - (e) terms of office and/or limitations on consecutive terms served in office for all Branch offices except for the District Commissioner;
 - (f) procedures for resolving local controversy; and,
 - (g) establishing quorums for meetings.

Branch regulations shall not become effective until approved by the Regional Committee responsible for the Branch.

- 12.13 Any Branch which has no registered Active Members for a period exceeding 12 months shall be deemed to be inactive.
- 12.14 A Region or the Board of Directors may declare any Branch disbanded if it is inactive for 2 successive years.
- 12.15 Upon the closing or winding up of any Branch of the Pony Club for whatsoever reason, its last District Commissioner holding office or in his or her absence the Branch Executive Committee must remit all membership fees and other accounts due, all membership records of the Branch, all Branch assets, all books, statements of account of the Branch, and all other documents held by the Branch in respect of or relating to affairs of the Branch to the Board of Directors or the Regional Committee.

13. QUALIFICATIONS FOR OFFICE

- 13.01 All candidates for any office in the Pony Club at any level shall be Members in Good Standing as defined in paragraph 4.01 and successful candidates must remain Members in Good Standing for the duration of their term in office.
- 13.02 No person who is substantially interested in leasing, renting, or selling horses, instructing in equitation for personal profit or otherwise earns a substantial income from such matters shall be eligible for election as the District Commissioner of any branch which is dependent upon the use of any such goods or services which may be controlled by that person.
- 13.03 A candidate for District Commissioner, Assistant District Commissioner, Regional Chair, Regional Vice Chair, or Regional Treasurer must have reached his or her 21st birthday when he or she takes office.

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- 13.04 Unless otherwise stated by Regional or Branch Rules and Regulations, Active Members of any age are eligible for all offices except those listed in paragraph 13.03; however they may not vote on any issue as a member of any decision making committee until they are 18 years of age or older. Active Members are eligible for the office of Active Member Director (see 7.01 and 7.02) provided that they must be 18 years of age or older before taking office.
- 13.05 All office holders who are not Active Members must be Associate Members at the level at which they hold office for the duration of their term.
- 13.06 All office holders must be capable of retaining the confidence of their electors for the duration of their term in office and may be recalled as per section 14 if they fail to retain that confidence.

14. REMOVAL FROM OFFICE

- 14.01 Any Branch officer including the District Commissioner may be removed from office by a vote of at least two thirds of the total eligible Branch Associate Members plus those Branch Active Members who are 18 years of age or older or by a vote of at least two thirds of the total eligible voting members of the Regional Committee in the Region in which his or her Branch is located.
- 14.02 Any Regional officer including the Regional Chair and/or Director may be removed from office by a vote of at least two thirds of the total eligible voting members of the Regional Committee.
- 14.03 A supervised vote may be requested by either the office holder or the Branch Executive Committee or Regional Committee involved. Supervised votes shall follow procedures which shall be established from time to time by the Board of Directors.
- 14.04 Any National office holder or National Committee Member, including a member of the Board of Directors, may be removed from office by a vote of at least two thirds of the eligible voting members on the Board of Directors.
- 14.05 The Corporate Members may remove a Director from the Board of Directors for cause, including but not limited to, conviction for an indictable offence and dereliction of duty by ordinary resolution at a National Annual or Special General Meeting of the Pony Club.
- 14.06 The Board of Directors, National Committees Regional Committees, and Branch Executive Committees may establish policies which deem any office holder to have resigned if he or she fails to attend a specified number or proportion of meetings.
- 14.07 Removal from office under any of the above paragraphs does not result in termination of membership.
- 14.08 Any office in the Pony Club shall be deemed to be vacant if the incumbent:
 - (a) resigns his or her office;
 - (b) ceases to be a Member in Good Standing;
 - (c) is found to be of unsound mind;
 - (d) becomes bankrupt or takes the benefit of any legislation relating to bankruptcy or insolvency;
 - (e) ceases to be a permanent resident of Canada; or,
 - (f) dies.

15. VOTING

- 15.01 The following restrictions shall apply for voting at all levels in the Pony Club:
 - a) All voting members of any decision making committee must be 18 yrs of age or older.
 - b) Except as specified elsewhere in these bylaws in Branch or Regional Rules and Regulations, or by Canadian law, all matters shall be decided by majority vote of those who are present and entitled to vote.
 - c) Except for elections and other special cases, voting will be by show of hands. A secret ballot is required on any matter if one quarter of the voters present request it.

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- d) Except as specified elsewhere in these bylaws or in Regional or Branch Rules and Regulations, a quorum for all meetings shall be one third of the eligible voters present in person.
 - e) Any meeting of the Pony Club at any level once duly called to order may continue to conduct business at the pleasure of the remaining members if it happens that some members leave the meeting thereby reducing the number present to less than a quorum.
 - f) Except for National or Regional Annual and Special General meetings or extraordinary circumstances as described elsewhere in these bylaws, no proxies or other methods of absentee voting are allowed at any level in the Pony Club. The transfer of voting rights by a District Commissioner or other Regional committee member to another Member for the duration of one meeting is not considered a proxy for this purpose and is permitted provided that allowance for such a transfer is included in the Regional Rules and Regulations and that the receiver of the transferred vote does not hold any other voting rights at the meeting.
 - g) Except for proxies as allowed above, no-one shall have more than 1 vote on any issue as a result of holding office regardless of how many offices he or she may hold. A single person may have more than one vote only if representing a Region as per paragraph 6.03 or if representing Active Members in his or her family as per paragraph 15.03.
- 15.02 Voting at Branch Executive Committee meetings is limited to Executive Committee Members in Good Standing who are 18 years of age or older.
- 15.03 Voting at Branch General Meetings is limited to Branch Associate Members in Good Standing and Active Members in Good Standing who are 18 years of age or older. Unless specified otherwise in the Branch Rules and Regulations, each Active Member under the age of 18 may be represented by an adult member of his or her family who shall be an Associate Member and may exercise one vote for each under 18 Active Member in his or her family. An Associate Member may not represent Active Members in other families. Each member of the Branch Executive Committee shall be an Associate Member and shall have the right to one vote in addition to any he or she may hold as a representative of under 18 Active Members in his or her family.
- 15.04 With the exception of a vote on a motion for removal of a Branch office holder, proxies are not permitted at any Branch meeting including Annual or Special General Meetings.
- 15.05 Voting at Regional Committee meetings including Regional Annual or Special Meetings is limited to Regional Committee Members in Good Standing who are 18 years of age or older.
- 15.06 With the exception of a vote on a motion for removal of a Regional office holder, proxies are not normally permitted at Regional meetings including Annual or Special Meetings. Regions may provide for proxies in their Rules and Regulations for voting in elections or on other important issues at Annual and Special Regional Meetings where advance notices of motions are given.
- 15.07 Voting on the Board of Directors and all National Committees shall be limited to Members in Good Standing of the Board or Committee who are 18 years of age or older.
- 15.08 No proxies are permitted for Board or National Committee meetings but are permissible for National Annual and Special General meetings as per paragraph 6.04.

16. MISCELLANEOUS

- 16.01 a) No remuneration shall be paid to any Director, Officer or National Committee Member of the Pony Club for his or her services to participate in meetings of the Board of Directors or a National Committee or for carrying out the normal duties of his or her office. Directors, Officers and National Committee Members may be reimbursed for reasonable out-of-pocket expenses.
- b) No person shall appoint himself or herself or a member of his or her immediate family to any position that shall receive payment for services or an honourarium without pre-approval as may be required from time to time by Board policies.

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- 16.02 A Member who is a party to a contract, is a party to a proposed contract or has a material interest in any company or person who is a party to a contract with the Pony Club or any of its Regions or Branches shall disclose the nature and extent of his or her interest in the contract.
- (a) In the event that a Member fails to disclose his or her interest in a contract, the Pony Club reserves all rights to have the contract set aside.
 - (b) A contract between the Pony Club or any of its Regions or Branches and a Member will not be invalidated solely because the Member has an interest in the contract, provided that the contract was reasonable from the Pony Club's perspective at the time it was approved.
 - (c) Guidelines for assessing if a contract involving a conflict is reasonable from the Pony Club's perspective include:
 - (i) No extraordinary financial gains should result from the contract with Pony Club or any of its Regions or Branches; and,
 - (ii) In the event there are alternative sources for the goods and services offered, evidence shall be available that quotations have been sought on a periodic basis from these alternative sources.
- 16.03 Policies and changes to existing policies may be formulated and recommended by any member or committee of the Pony Club to the Board of Directors. Such new policies or changes to existing policies shall not be implemented until approved by the Board of Directors.
- 16.04 The rules and procedures described in the latest edition of "Call to Order – Meeting Rules and Procedures for Non-Profit Organizations" shall govern Pony Club in all circumstances where they are applicable and are not inconsistent with these bylaws.
- 16.05 The bylaws of the Pony Club may be amended by a motion of the Board of Directors which is later ratified by a minimum of two-thirds (2/3) of the Corporate Members at an Annual General Meeting or Special General Meeting. Amendments may not be acted upon until they have been approved by the Minister of Consumer and Corporate Affairs.
- 16.06 All contracts to be signed on behalf of the Pony Club shall be signed by the National Chair and another Officer or Director or as otherwise determined by the Board of Directors.
- 16.07 In the event of dissolution or winding-up of the Pony Club, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act.