

# Canadian Pony Club



## BYLAWS OF THE CANADIAN PONY CLUB INC.

CPC Bylaws

Original 2003. Revised April 2014, 2018, 2019, 2023



**CANADIAN PONY CLUB**  
**BYLAWS OF THE CANADIAN PONY CLUB INC.**

**2023**

Loyalty

Character

Sportsmanship

**TABLE OF CONTENTS**

**ARTICLE I: GENERAL .....2**

**ARTICLE II: MEMBERSHIP .....4**

**ARTICLE III: MEETINGS OF MEMBERS.....7**

**ARTICLE IV: GOVERNANCE ..... 10**

**ARTICLE V: OFFICERS ..... 13**

**ARTICLE VI: REGISTRANTS ..... 15**

**ARTICLE VII: COMMITTEES..... 17**

**ARTICLE VIII: CONFLICT OF INTEREST..... 18**

**ARTICLE IX: FINANCE AND MANAGEMENT ..... 18**

**ARTICLE X: AMENDMENT OF BY-LAWS ..... 19**

**ARTICLE XI: FUNDAMENTAL CHANGES.....20**

**ARTICLE XII: NOTICE ..... 20**

**ARTICLE XIII: DISSOLUTION ..... 21**

**ARTICLE XIV: INDEMNIFICATION..... 21**

**ARTICLE XV: ADOPTION OF THESE BY-LAWS..... 21**



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

2023

Loyalty

Character

Sportsmanship

### ARTICLE I: GENERAL

1.1 **Purpose** – These By-laws relate to the general conduct of the affairs of the Canadian Pony Club Inc., a Canadian Corporation.

1.2 **Definitions** – The following terms have these meanings in these By-laws:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- e) *Board* – the Board of Directors of the Corporation;
- f) *Branch* – an organization (incorporated or otherwise) within a Regional Member’s geographical jurisdiction, that is recognized by a Regional Member (or the Corporation in the absence of a Regional Member) to promote and implement the objectives of the Corporation within a geographical region defined by the applicable Regional Member’s (or the Corporation in the absence of a Regional Member) Board of Directors.
- g) *Centre* – a privately owned barn or stable within a Regional Member’s geographical jurisdiction, that is recognized by a Regional Member (or the Corporation in the absence of a Regional Member) to promote and implement the objectives of the Corporation within the barn or stable, and licensed to provide the program developed by the Corporation.
- h) *Corporation* – Canadian Pony Club;
- i) *Days* – days including weekends and holidays;
- j) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- k) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- l) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board
- m) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;
- n) *Membership fees* - A fee payable by the Members of the Corporation
- o) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- p) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

2023

Loyalty

Character

Sportsmanship

- q) *Participant* - refers to all categories of individual members or Registrants as defined in the by-laws of CPC who are subject to the policies, rules and regulations of CPC, as well as all persons employed by, contracted by, or engaged in activities with, CPC including, but not limited to, employees, contractors, Athletes, examiners, coaches, instructors, officials, volunteers, judges, Athlete Support Personnel, managers, administrators, committee members, parents or guardians, spectators, committee members, or directors and officers
- r) *Region* - area of prescribed geographical boundaries defined by the Board
- s) *Registrant* - individual who has registered as a member of a branch or centre;
- t) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- u) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Alberta at such address as the Board may determine.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to the most recent edition of *Call to Order*.

1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Language – These By-laws have been drafted in English and any French text is a translation. In the case of conflicting interpretations, the English version will prevail.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

2023

Loyalty

Character

Sportsmanship

## ARTICLE II: MEMBERSHIP

### Membership Categories

2.1 Category – The Corporation has the following category of Member:

- a) Regional Member – An incorporated organization that is recognized by the Corporation to promote and implement the objectives of the Corporation within a geographical region defined by the Corporation's Board of Directors, that is registered as a member of the Corporation, and that has agreed to abide by the Corporation's governing documents.

2.2 Registration – Each category of Member must register with the Corporation and agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

### Authority of Members

2.3 Membership Authority – The Members of the Corporation will have the following powers:

- a) To appoint the Auditor
- b) To amend the By-laws
- c) To elect Directors; and
- d) As provided in the Act and in these By-laws

### Admission and Renewal of Members

2.4 Admission of Members – Any candidate will be admitted or renewed as a Member if, the candidate member:

- a) Makes an application for membership in a manner prescribed by the Corporation;
- b) Complies with the Corporation's Membership Policy;
- c) Discloses all documents as requested by the Corporation;
- d) Fully cooperates in any ongoing investigation or disciplinary process undertaken by the Corporation;
- e) Was at any time previously a Member, and, at the time of ceasing to be a Member, was a member in good standing.;
- f) Has paid fees as prescribed by the Board;
- g) Agrees to uphold and comply with the Corporation's governing documents;
- h) Has met the applicable definition listed in Section 2.1;
- i) Meets any other condition of membership determined by the Board; and
- j) Has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

2.5 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a) Change a condition required for being a Member;
- b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members;  
or
- c) Change the method of voting by Members not in attendance at a meeting of Members.

### **Membership Dues and Duration**

2.6 Year – Unless otherwise determined by the Board, membership with the Corporation begins as described below and ends as described below or when the member resigns or is terminated from membership:

- a) Regional Member – begins on the date the Board accepts the Member’s registration and ends on a date determined by the Board common to all Regional Members.

2.7 Fees – Membership fees will be determined by the Board.

2.8 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

### **Transfer, Suspension, and Termination of Membership**

2.9 Transfer – Any interest arising out of membership in the Corporation is not transferable.

2.10 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.11 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to conduct any CPC programming and activities, and may be subject to a probationary period before being reinstated to good standing.

2.12 Termination – Membership in the Corporation is terminated when:

- a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with the Corporation's applicable discipline policies;
- f) The Member's dissolution; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.13 May Not Resign – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.

2.14 Arrears – A Member will be expelled from the Corporation for failing to pay monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

2.15 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

### **Good Standing**

2.16 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Offers programs as directed by the Corporation;
- d) Has completed and remitted all documents as required by the Corporation;
- e) Complies with the Corporation's Membership Policy;
- f) Fully cooperates in any ongoing investigation or disciplinary process undertaken by the Corporation;
- g) Has complied with the By-laws, policies, and rules of the Corporation;
- h) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- i) Has paid all required membership fees.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

2.17 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in the Corporation's activities; and
- c) To participate in other events associated with the Corporation;
- d) To use the programming materials and content offered by the CPC to promote and implement the objectives of the corporation to the benefit of its registrants.

2.18 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership, including the use and distribution of educational programming materials or content developed by the CPC, until such time as the Board is satisfied that the Member has met the definition of good standing.

### ARTICLE III: MEETINGS OF MEMBERS

3.1 Meetings – Meetings of Members will include Annual Meetings and Special Meetings. The Corporation will hold meetings of Members at such date, time and place as determined by the Board.

3.2 Annual Meeting – The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

3.3 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:

- a) The National Chair;
- b) The Board; or
- c) Members, upon written requisition, who hold thirty percent (30%) of the votes of the Corporation.

3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.





# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- c)

3.7 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.8 Attendance – The only persons entitled to attend a meeting of the Members are the Members, delegates representing Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting. All individuals entitled to attend the meeting will be provided with the date, time, and location of the adjourned meeting.

3.10 Agenda – The agenda for the Annual Meeting will include:

- a) Call to order
- b) Determination of a quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Declaration of any conflicts of interest
- f) Adoption of minutes of the previous Annual Meeting
- g) Board, Committee and Staff reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

2023

Loyalty

Character

Sportsmanship

- k) Election of Directors
- l) Adjournment

3.11 **New Business** – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.12 **Quorum** – One third (1/3<sup>rd</sup>) of Members will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **Voting at Meetings of Members**

3.13 **Voting Privileges** – Members will have the following voting rights at all meetings of Members:

- a) Regional Members have one vote each, to be exercised by the Regional Member’s appointed Delegate.

3.14 **Record Date for Voting** – The Directors may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.15 **Delegates** – Regional Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate(s), and up to two (2) alternate Delegate(s), to represent the Member. Regional Members will confirm their Delegate to the Corporation forty-eight (48) hours prior to the meeting of Members. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member’s representative, but cannot be a Director of the Corporation or running for a position as a Director of the Corporation. The Corporation may reject a delegate if the delegate is subject to investigation, disciplinary process or criminal matter. Delegates may be required to show or provide proof of identification.

3.16 **Voting by Mail or Electronic Means** – A Member may vote by mail if:

- a) The Corporation has made available a procedure that permits voting by or electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Corporation is not able to identify how each Member voted.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

3.17 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.18 Chair – The National Chair will be the Chair of all meetings of Members unless another individual is designated by the National Chair and approved by an Ordinary Resolution of the voting Members in attendance in person or by proxy.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

### ARTICLE IV: GOVERNANCE

#### Composition of the Board

4.1 Directors – The Board will consist of nine (9) Directors as follows:

- a) Nine (9) Directors-at-Large

4.2 Past Chair – The immediate Past Chair of the Corporation may be appointed into the position of Past Chair provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. This is a non-voting position.

#### Eligibility of Directors

4.3 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Be a resident of Canada as defined in the *Income Tax Act*;
- c) Have the power under law to contract;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

#### Election of Directors

4.4 Nominations Committee – The Board may appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors.

4.5 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed); and



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

- c) Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.6 Circulation of Nominations – Valid nominations and their election platform messages will be circulated to Members at the Annual Meeting prior to the elections.

4.7 Election and Term – Three (3) Directors-at-Large will be elected at each Annual Meeting.

4.8 Director-at-Large Elections – Elections will be decided in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will be elected into the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees

4.8.1 Terms – Directors will serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

### **Resignation and Removal of Directors**

4.9 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.10 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable by a court or under federal law;
- c) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- d) The Director dies.
- e) The Director does not participate in the business of the board over a 6 month period.

4.11 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

### **Filling a Vacancy on the Board**

4.12 **Vacancy** – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

### **Meetings**

4.13 **Call of Meeting** – Meetings of the Board will be held any time and place as determined by the Board.

4.14 **Chair** – The National Chair will be the Chair of all meetings of the Board unless designated by the National Chair. In the absence of the National Chair, or if the meeting of the Board was not called by the National Chair, the Board will appoint a Director to Chair the meeting if the vice chair is unable to chair.

4.15 **Notice** – Notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.16 **Number of Meetings** – The Board will hold at least two (2) meetings per fiscal year.

4.17 **Quorum** – At any meeting of the Board, quorum will consist of a majority of Directors.

4.18 **Voting** – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.19 **No Alternate Directors** – No person shall act for an absent Director at a meeting of the Board.

4.20 **Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.21 **Meetings by Telecommunications** – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

### **Duties of Directors**

4.22 **Standard of Care** – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Powers of the Board**

4.23 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.24 Empowered – The Board is empowered, including by not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members Registrants, and Participants, and have the authority to discipline Members, Registrants, and Participants, in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership dues, and determine other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

## **ARTICLE V: OFFICERS**

5.1 Composition – The Officers will be the National Chair, National Vice Chair, Secretary, and Finance Chair.

5.2 Term – The term of the National Chair will be two (2) years provided that, if the individual's term as a Director expires after the first year of the two-year term as National Chair, the individual is re-elected as a Director. The National Chair may not serve more than two consecutive terms as National Chair. The term of the other Officers will be one (1) year.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

5.3 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect, from their ranks, a National Chair, National Vice Chair, Secretary, and Finance Chair. They shall take office immediately.

5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for National Chair. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the largest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Duties – The duties of Officers are as follows:

- a) The National Chair will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesman of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The National Vice Chair will act as liaison between the Board and all committees, will ensure that committees are working within their respective terms of reference, will preside at meetings of the Board in the absence of or at the request of the Chair, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- d) The Finance Chair will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an





# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

5.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director (if applicable) will automatically and simultaneously be terminated.

5.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.9 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

### ARTICLE VI: REGISTRANTS

6.1 Registrants – The Corporation has the following categories of Registrants, who are not Members, but who must register with the Corporation and pay fees as determined by the Board:

a) Branch Registrants – Branch Registrants:

- i. Must make a written application for registration as a member of a branch using manual or on-line forms as prescribed by the Board, and such application must be fully completed, duly signed and accepted by a Branch and then reported to the Corporation;
- ii. Must meet all other qualifications which may be set by the Board; and
- iii. May only be registered with one Branch or Centre at any one time.

b) Centre Registrants – Centre Registrants:

- i. Must make a written application for registration as a member of a centre using manual or on-line forms as prescribed by the Board, and such application must be fully completed, duly signed and accepted by a Centre and then reported to the Corporation;
- ii. Must meet all other qualifications which may be set by the Board; and
- iii. May only be registered with one Branch or Centre at any one time.





# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

### **Term**

6.2 Year – The registration term of Registrants will be determined by the Board.

### **Fees**

6.3 Fees – Registrant fees will be determined by the Board.

6.4 Deadline – Registrants will be notified by their Region of the fees payable for the upcoming registration year. If the Registrant has not paid applicable fees to the Region within sixty (60) days of a date specified by the Region, the Registrant in default will automatically cease to be considered a member of their branch/centre, and correspondingly, cease to be a Registrant of the Corporation

### **Discipline**

6.5 Discipline – A Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's By-laws, policies, and procedures relating to discipline of Registrants.

6.6 May Not Resign – A Registrant may not resign from the Corporation if the Registrant is subject to disciplinary investigation or action.

### **Status**

6.7 Expulsion and Resignation – A Registrant ceases to be a Registrant if:

- The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 6.1;
- The Registrant resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;
- The Registrant fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 6.4;
- The Registrant fails to comply with Corporation's registration policies or applicable policies;
- The Registrant's term of registration expires; or
- The Corporation is dissolved.

### **Good Standing**

6.8 Definition – A Registrant with the Corporation will be in good standing provided that the Registrant:

- Has not ceased to be a Registrant;
- Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required fees to the Corporation.

6.9 Cease to be in Good Standing – Registrants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of good standing.

6.10 Registrants must be properly registered with their respective Branch or Centre and be in good standing to participate in the programming of the corporation.

### ARTICLE VII: COMMITTEES

7.1 Executive Committee – The Executive Committee will be composed of the Officers and one (1) other Director appointed by the Board. The Executive Committee will therefore be comprised of five (5) individuals. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Corporation’s policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.

7.2 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.3 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

7.4 National Chair Ex-officio – The National Chair will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Corporation.

7.5 Debts – No Committee will have the authority to incur debts in the name of the Corporation.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

### **ARTICLE VIII: CONFLICT OF INTEREST**

8.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation’s policies for conflict of interest and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

### **ARTICLE IX: FINANCE AND MANAGEMENT**

9.1 Fiscal Year – The fiscal year of the Corporation will be January 1<sup>st</sup> to December 31<sup>st</sup>, or such other period as the Board may from time to time determine.

9.2 Bank – The banking business of the Corporation will be conducted at such financial institutions as the Board may designate.

9.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

9.4 Annual Financial Statements - The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

9.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation may be available to the general membership of the Corporation but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

9.6 Signing Authority – The signing authority of the Corporation shall be those individuals described in the Corporation’s Finance Policy.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

9.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

9.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary:

- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

9.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefore.

### **ARTICLE X: AMENDMENT OF BY-LAWS**

10.1 Amendment – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed as follows:

- a) By Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the amendment to the Members at the next meeting of Members, and the Members may amend the By-laws by Ordinary Resolution. The amendment is effective from the date of the resolution of the Directors. If the amendment is amended by the Members it remains effective in the form in which it was confirmed.
- b) By member proposal, as described in Section 163 of the Act. Amendments by member proposal must be approved by Ordinary Resolution of the Members at any meeting of the Members. Amendments by member proposal that are approved by the Members take effect immediately.



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

10.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

### ARTICLE XI: FUNDAMENTAL CHANGES

11.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's Registered Office is situated;
- c) Add, change, or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change, or remove a provision respecting the transfer of a membership;
- i) Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

### ARTICLE XII: NOTICE

12.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director, Member, or individual as the case may be.

12.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in



# CANADIAN PONY CLUB

## BYLAWS OF THE CANADIAN PONY CLUB INC.

**2023**

Loyalty

Character

Sportsmanship

writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is postmarked.

12.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

### **ARTICLE XIII: DISSOLUTION**

13.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

### **ARTICLE XIV: INDEMNIFICATION**

14.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, Officer, and Committee Member, their heirs, executors, and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

14.2 Will Not Indemnify – The Corporation will not indemnify a Director, Officer, Committee Member, or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

14.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

### **ARTICLE XV: ADOPTION OF THESE BY-LAWS**

15.1 Ratification – These By-laws were ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on September 7, 2023.

15.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.