

**ONTARIO EVENTING ASSOCIATION
BY-LAW 1-2020**

BE IT ENACTED as a By-law of the Corporation as follows:

1.0 GENERAL

Definitions

1.01 In this By-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act*, R.S.O. 1990, c. C.38, as may be amended from time to time, until such time as the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 comes into force so that, for the purposes of this By-law, “Act” will then mean the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15;
- (b) “Articles” means the original or restated articles of the Corporation;
- (c) “Board” means the board of directors of the Corporation
- (d) “By-laws” means this by-law (including any schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act, namely the Ontario Eventing Association, formerly the Ontario Horse Trials Association, or its successor;
- (f) “Director” means an individual occupying the position of director of the Corporation by whatever name they are called;
- (g) “Meeting of Members” includes an annual meeting of members or a special meeting of members; a special meeting of members includes a meeting of all members entitled to vote at an annual meeting of members;
- (h) “Member” means a member of the Corporation, and “Members” means the collective membership of the Corporation;
- (i) “Officer” means an officer of the Corporation, including the President, Chair of the Board, Vice President, Secretary, Treasurer or any other person designated by by-law as an officer of the Corporation; and

- (k) "person" includes an individual, body corporate, partnership, trust and corporation.

Interpretation

- 1.02 Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to them in the Act. Words importing the singular include the plural and vice versa, and words importing one (1) gender include all genders.

Severability and Precedence

- 1.03 The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Seal

- 1.04 The seal of the Corporation, if any, shall be in the form determined by the Board.

Execution of Documents

- 1.05 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Financial Year End

- 1.06 The financial year end of the Corporation shall be determined by the Board.

Banking Arrangements

- 1.07 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

Annual Financial Statements

- 1.08 The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents are available at the registered office of the Corporation and on the Corporation's website.

2.0 MEMBERSHIP

Membership Conditions

- 2.01 There shall be six (6) classes of membership of the Corporation, namely:

- (a) **Individual Junior Member** shall be any Member who is under the age of eighteen (18) years as of January 1 of the current year, and is entitled to one (1) vote at all Meetings of Members;
- (b) **Individual Senior Member** shall be any Member who is eighteen (18) years of age or older as of January 1 of the current year, and is entitled to one (1) vote at all Meetings of Members;
- (c) **Family Membership** shall be comprised of either of the following:
 - (i) two (2) Senior Members and two (2) Junior Members, all of the same immediate family, residing at the same address; or
 - (ii) one (1) Senior Member and three (3) Junior Members, all of the same immediate family, residing at the same address.

Each Family Membership is entitled to one (1) vote at all Meetings of Members;

- (d) **Corporate Members** shall be any business, non-profit or government entity, and is entitled to one (1) vote per entity at all Meetings of Members.
- (e) **Associate Members** shall:
 - (i) be any Member who does not compete but who wishes to support the sport of eventing,
 - (ii) pay a reduced membership due, and
 - (iii) be entitled to one (1) vote each at all Meetings of Members; and
- (f) **Day Member** is any person regardless of age who competes in at least one (1) event per calendar year, and who is not entitled to a vote at any Meeting of Members.

Annual Meeting of Members

- 2.02 The annual Meeting of Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days or other number of days prescribed in regulations before the annual Meeting of Members, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.
- 2.03 The business transacted at the annual Meeting of Members shall include:
- (a) receipt of the agenda;
 - (b) receipt of the minutes of the previous annual and subsequent special meetings;
 - (c) consideration of the financial statements;
 - (d) report of the auditor or person who has been appointed to conduct a review engagement;
 - (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - (f) election of Directors; and
 - (g) such other or special business as may be set out in the notice of meeting.
- 2.04 No other item of business shall be included on the agenda for annual Meeting of Members unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual Meeting of Members in accordance with the *Act*, so that such item of new business can be included in the notice of annual Meeting of Members.
- 2.05 The Directors may call a special Meeting of Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within twenty-one (21) days from the date of the deposit of the requisition.
- 2.04 The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the *Act*, or the Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members. Notwithstanding the foregoing, a parent or guardian of an Individual Junior Member is entitled to attend a Meeting of Members with the Individual Junior Member.

- 2.05 For further clarification of Section 2.04, the vote of Individual Junior Members aged twelve (12) and under shall be cast by their parent or guardian who is present with the Individual Junior Member at a Meeting of Members.

Notice of Meeting

- 2.06 Subject to the *Act*, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Meeting of Members shall be given electronically to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 2.07 The notice shall contain, at a minimum, the purpose of and the agenda for the meeting, and include the place, date and time of the meeting.
- 2.08 No error or accidental omission in giving notice of any Board meeting or any Meeting of Members shall invalidate the meeting or make void any proceedings taken at the meeting.

Chair of the Meeting

- 2.09 In the event that the President and the Vice President are absent, the Directors who are present at the Meeting of Members shall choose another Director who is present to chair the meeting.

Quorum

- 2.10 A quorum at any Meeting of the Members (unless a greater number of Members are required to be present by the *Act*) shall be twenty-four (24) Members present and entitled to vote at the meeting.
- 2.11 If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Voting

- 2.12 At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws of the Corporation or by the *Act*, be determined by a majority of the votes cast on the question.
- 2.13 In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

- 2.14 At any Meeting of the Members, a statement by the chair of the Meeting to the effect that a resolution has been passed or defeated unanimously or by a majority shall constitute conclusive evidence thereof without it being necessary to prove the number or percentage of votes cast in favour of or against the proposal.

3.0 MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

Membership Dues

- 3.01 The Board shall set the membership dues for each class of Members.
- 3.02 Unless the Board determines otherwise, the membership term for each class of Members shall be January 1 through December 31.
- 3.03 A person shall only be admitted as a Member when an application has been completed in the manner prescribed by the Board and their membership dues have been paid in full.

Termination of Membership

- 3.04 A membership in the Corporation is terminated when:
- (a) the Member dies or, in the case of a Member that is a corporation, the corporation is dissolved;
 - (b) the Member is expelled or their membership is otherwise terminated in accordance with the Articles, By-laws or written policies of the Corporation;
 - (c) the Member's term of membership expires; or
 - (d) the Corporation is dissolved.
- 3.05 Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

Discipline of Members

- 3.06 The Board shall have the authority to suspend or expel any Member from the Corporation for any one (1) or more of the following grounds:
- (a) violating any provision of the Articles, By-laws or written policies of the Corporation;
 - (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and

- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 3.07 Further to Section 3.06, Members who are not in good standing as defined in this By-law shall not be permitted to:
- (a) vote at a Meeting of Members; or
 - (b) compete in a Corporation-sanctioned event.
- 3.08 A Member is not in good standing where:
- (a) they owe fees to the Corporation or in relation to an event sanctioned by Equestrian Canada or its successor; or
 - (b) they have been suspended by Equestrian Canada or its successor, by any equine provincial sport organization, by the Fédération Equestre Internationale (FEI), or by a national federation of any country that is a member of the FEI.

4.0 DIRECTORS

Election and Term

- 4.01 Subject to the Articles, the Members shall elect the Directors at the first Meeting of Members and at each succeeding annual Meeting of Members at which an election of Directors is required, and the Directors shall be elected to hold office for a term of three (3) years expiring not later than the close of the third annual Meeting of Members following the election.
- 4.02 The Board shall be comprised of a maximum of fifteen (15) directors and a minimum of twelve (12) Directors.
- 4.03 A Director must be a Member of the Corporation.
- 4.04 A Director shall not serve more than two consecutive (2) terms in office.

Nominations

- 4.05 Nominations for the Board must be received by the President in writing at least seven (7) days prior to the annual Meeting of the Members.

Resignation of Director

- 4.06 A Director may resign from the Board at any time in writing to the President.
- 4.07 The Director's resignation shall be effective on the date of receipt by the President or on the date specified in the written notice of resignation.

Removal of Director

4.08 The Board may remove a Director where the Director:

- (a) without reasonable excuse provided in writing to the President, fails to attend three (3) consecutive Board meetings;
- (b) is determined to be of unsound mind by a Court of competent jurisdiction;
- (c) is found guilty of an offence under the *Criminal Code*, R.S.C., 1985, c. C-46, as may be amended from time to time; or
- (d) dies.

4.09 The Board may remove a Director:

- (a) by special resolution of the Members, or
- (b) by special resolution of the Directors,

provided the Director has been given at least fifteen (15) days written notice of and the opportunity to be present and heard at the meeting where such special resolution is to be voted upon. Further, the Director shall have the right to address the meeting orally or by means of a written statement read aloud by the President, as to the reason(s) why they oppose their removal as a Director.

Replacement of Director

4.10 The Board may, by resolution, appoint a Member to replace a Director whose term has ended in accordance with Sections 4.06, 4.08 or 4.09.

4.11 Such an appointment shall be effectively immediately and then confirmed at the next annual Meeting of Members.

Expenses

4.12 The Directors shall receive no remuneration with respect to their duties in relation to the Board.

4.13 Notwithstanding Section 4.12, the Board may adopt a resolution authorizing the reimbursement of expenses incurred by the Directors in the exercise of their duties.

Meetings of Directors

- 4.14 Meetings of the Board may be called by the President, Vice President or any two (2) Directors at any time.
- 4.15 Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held by telephone or electronically.
- 4.16 Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- 4.17 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named.
- 4.18 No other notice shall be required for such regular meeting.
- 4.19 A meeting of the Board may be called by any means, no less than three (3) hours before the proposed commencement of the meeting, by the President or the Vice President, where, in that person's opinion, it is urgent that a meeting of the Board be held.
- 4.20 A quorum at any meeting of the Directors shall be a majority of the Directors then in office, unless otherwise established by resolution by the Board.
- 4.21 Quorum shall be maintained for the duration of all meetings of the Board.
- 4.22 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.
- 4.23 In the case of an equality of votes, the President in addition to an original vote shall have a second or casting vote.
- 4.24 Voting by electronic means, including but not limited to via email, on time sensitive issues, as determined by the President in their sole and absolute discretion, is permitted.
- 4.25 No Director shall abstain from voting except where that Director has declared a conflict of interest.
- 4.26 Directors may participate in a meeting of the Board by way of electronic means, including telephone, teleconference and video conference.
- 4.27 Directors participating in meetings of the Board by such alternative methods shall be deemed to be in attendance.

Committees

- 4.28 The Board may from time to time appoint any committee or other advisory body comprised of Directors, Members and/or other persons, as it deems necessary or appropriate for such purposes and with such powers as the Board deems fit.
- 4.29 Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.
- 4.30 Any committee member may be removed from the committee by resolution of the Board.
- 4.31 There shall be an Executive Committee, which shall be comprised of at least the Chair, President, Vice President, Secretary, and Treasurer, and may include such other Directors as deemed appropriate by the Board.

5.0 Officers

5.01 Description of Offices

- (a) Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- (i) Chair – The Chair shall be the outgoing President or such Director of the Board as appointed by the Board for such role, and shall be available to assist and advise the President and the Executive Committee and perform such other duties as may be assigned to them by the Board. The Chair is an *ex officio* member of all committees of the Board.
 - (ii) President – The President shall be a Director, and shall, when present, preside at all meetings of the Board and of the Members. The President shall be responsible for implementing the strategic plans and policies of the Corporation, and shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President is an *ex officio* member of all committees of the Board. The President shall be appointed for a term of two (2) years, a term that may be extended by one (1) year by resolution of the Board.
 - (iii) Vice President – The Vice President shall be a Director, and shall, when the President is absent, unable or refusing to act, when present, preside at all meetings of the Board and of the Members. The Vice President shall have such other powers and duties as the Board prescribes.

- (iv) Secretary – The Secretary or their designate shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation’s minute book hard copy or electronic, minutes of all proceedings at such meetings; the Secretary or their designate shall give or cause to be given, as and when instructed, hard copy or electronic notices to Members, Directors, the auditor of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and members of committees; and the Secretary or their designate shall be the custodian of all hard copy or electronic books, papers, records, documents and other instruments belonging to the Corporation. The Secretary need not be a Director.
- (v) Treasurer – The Treasurer shall have such powers and duties as the Board prescribes. The Treasurer need not be a Director.
- (b) The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to legislation, vary, add to or limit the powers and duties of any Officer.

Vacancy in Office

- 5.02 The Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:
 - (a) the officer’s successor being appointed,
 - (b) the officer’s resignation,
 - (c) such officer’s ceasing to be a Director (if a necessary qualification of appointment), or
 - (d) such officer’s death.

- 5.03 If the office of any Officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

6.0 PROTECTION OF DIRECTORS AND OFFICERS

- 6.01 No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or

tortious act of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

6.02 The Corporation shall, at its expense (including the cost of deductibles) maintain in effect, with an insurer licensed in Ontario, such insurance for the benefit of the Directors and officers as the Board may determine is appropriate.

7.0 CONFLICT OF INTEREST

7.01 Directors shall abide by and adhere to any and all written policies of the Board in relation to conflict of interest.

7.02 Without limiting Section 7.01, a Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

8.0 AMENDMENT OF BY-LAWS

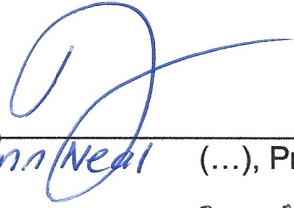
8.1 The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

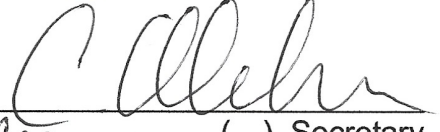
9.0 EFFECTIVE DATE

9.1 Subject to matters requiring a special resolution, this By-law shall be effective when made by the Board and replaces By-law 1-2014, as amended.

CERTIFIED to be By-law No. 1-2020 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 30 day of OCTOBER 2020, and confirmed by the Members of the Corporation by special resolution on the 14 day of DECEMBER, 2020.

Dated as of the 15 day of DECEMBER 2020.


Ann Neal (...), President


CAROLINE (...), Secretary
ABRAHAMS