

Horse Trials PEI Constitution

(revised May 2019)

1 Name

- 1.1 The Association shall be known as Horse Trials PEI.

2 Objectives

- 2.1 The objects of the Association are to:
 - 2.1.1 foster and stimulate interest in the equestrian sport of Eventing.
 - 2.1.2 encourage members of the association to maintain membership in Eventing Canada.
 - 2.1.3 assist with establishment, equipment and operation of centres for the purpose of furthering the education and training of horses and riders in the three phases of Horse Trials.
 - 2.1.4 provide opportunities for members to participate in clinics designed to provide instruction to horses and riders in the three phases of Horse Trials.
 - 2.1.5 provide opportunities for members to participate in competitions designed to test horses and riders in the three phases of Horse Trials.
- 2.2 In order to achieve its objects the Association may:
 - 2.2.1 purchase, lease, accept by gift or trust, or otherwise acquire any real or personal property of any kind which the Association may deem necessary for the purpose of the Association.
 - 2.2.2 accept, receive and take by devise, bequest or gift, and to hold, possess and enjoy, for the objects of the Association, 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.
 - 2.2.3 enter into contracts, joint management agreements, arrangements or agreements of any kind with any corporation, partnership, individual, group of individuals, government, or authority whether federal, provincial, municipal, local, or otherwise, which are conducive in the opinion of the Association to the achievement of the objects of the trust, and obtain from them any property rights, privileges, concessions, or assistance which the Association may deem desirable.
 - 2.2.4 do all such things as are incidental or conducive to attaining the objects and exercising the powers of the Association including, without limiting the generality of the foregoing, the exercise of all rights, duties, and powers envisaged by section 10 of the Societies Act.
- 2.3 It is hereby declared that:
 - 2.3.1 The Association is a non-profit, charitable corporation which shall not carry on any business or trade for the profit of its members; and the Association shall hold the property it may acquire in trust for application to achieve the objectives of the Association.
 - 2.3.2 Upon dissolution of the Association and after payment of all debts due and liabilities, its remaining property shall be distributed or disposed of to registered charities recognized by the Canada Revenue Agency as having objects the same or similar to the objects of the Association which carry on their work solely in Canada; and no part of any property of the Association shall be available to its members upon such dissolution.

3 Membership

- 3.1 For the purposes of registration, the number of members of the Association is unlimited.
- 3.2 Membership in the Association shall consist of:
 - 3.2.1 **Senior Members** - those persons who have reached their 18th birthday as of January 1st of a given year (or in keeping with the designation of a junior member by Eventing Canada).
 - 3.2.2 **Junior Members** - those persons who have not attained 18 years of age as of January 1st of a given year.
 - 3.2.3 **Honorary Members** - such persons who, at the discretion of the board of Directors, have made a substantial contribution to the Association.
- 3.3 Membership of the Association shall cease upon the death of a member, or if s/he resigns his/her membership by giving notice of this intention in writing to the Association, or if s/he ceases to qualify for membership in accordance with these bylaws.

4 Board of Directors

- 4.1 The business and property of the Association shall be managed by a Board of Directors, which Board shall have general charge of the affairs, business and activities of the Association and shall carry out and maintain its purposes and objectives.
- 4.2 The board of directors shall consist of a minimum of 8 members.
- 4.3 Election of Directors shall be by ballot at the annual general meeting if more than 8 directors are nominated. The directors shall hold office for one year from the day following the annual meeting, or until their successors are elected or appointed, and shall be eligible for re-election. Directors shall receive no remuneration for their services as such, but may in proper cases be reimbursed for out-of-pocket expenses incurred on behalf of the Association.
- 4.4 The office of Director shall be automatically vacated:
 - 4.4.1 if a Director resigns from the Board by delivering a written resignation to the secretary of the organization.
 - 4.4.2 if at a special general meeting of the members a resolution is passed by three quarters of the members present at the meeting that he/she be removed from office.
 - 4.4.3 on death.
- 4.5 In addition to the powers, duties and responsibilities given and imposed by law, custom and precedent, the Board of Directors shall:
 - 4.5.1 fill any vacancy which may occur in the board from time to time.
 - 4.5.2 have the power to require a member to resign by a vote of three quarters of the members present at an annual general or special meeting.
 - 4.5.3 appoint, alter and dismiss general and standing committees as it may from time to time deem necessary or advisable for the furtherance of the objectives of the Association.

5 Officers

The officers of the Association shall be the following:

- 5.1 **President:** The president shall preside at all meetings of the Association and of its Board of Directors and shall perform such other duties as may be assigned to him/her by vote of the members of the Board of Directors.
- 5.2 **Vice-President:** The vice president shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President and shall have such other powers and duties, if any, as may from time to time be assigned to him/her by vote of the members of the Board of Directors.
- 5.3 **Secretary:** The secretary shall attend all meetings of the Board of Directors and of the members and act as Secretary thereof and record all votes and minutes of all proceedings in the books to be kept by him/her for that purpose. He/she shall give or cause to be known, notice of all meetings of the members and of the Board of Directors and shall keep or cause to be kept all books and records required to be kept by the organization. He/she shall perform such other duties as may be prescribed by the Board of Directors or the President and all duties which are usually performed by the Secretary of Associations.
- 5.4 **Treasurer:** The Treasurer shall have custody of the funds of the Association and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all money and other valuable securities in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the Association upon the direction of the Board of Directors and its duly constituted committees. He/she shall take proper vouchers for such disbursements and shall render to the President and Board of Directors at regular meetings of the Board, or whenever the President and Board of Directors shall require it, an account of the finances of the Association and shall exhibit upon request his/her books and accounts. Upon retirement or removal from office he/she shall immediately restore to the Association all books, papers, vouchers, money and other records or property in his/her possession or under his/her control belonging to the Association.
- 5.5 **Officers** shall not accept any salary or fee of any kind in respect to their position. They may however accept reimbursement for transportation, lodging and other proper expenses incurred by them in connection with their duties.
- 5.6 **Officers** shall be elected by the Directors of the Association at a meeting immediately following the annual meeting of the members from among the elected Directors of the Association. Officers shall hold office for one year or until their successors are elected or appointed. The President shall not hold office for more than three successive terms.

6 Meetings

- 6.1 The annual meeting of the Association shall be held as the Board of Directors may designate, in November of each year at such hour, day and place as may be determined by the Board of Directors and mentioned in the notice of meeting sent to each member. Members will be notified not less than 10 days prior thereto, specifying the time and place of the meeting.
- 6.2 At each ordinary or annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - 6.2.1 Minutes of the last general meeting;
 - 6.2.2 Consideration of the annual report of the Directors;
 - 6.2.3 Election of directors for the ensuing year.
 - 6.2.4 Consideration of the financial statements, including balance sheet and operating statement;

- 6.3 All other business transacted at an ordinary or annual general meeting shall be deemed to be special business.
- 6.4 At the first ordinary or annual general meeting of the Association and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election.
- 6.5 Meetings of the Board of Directors shall be held at regular intervals throughout the year at a time and place determined by the Board. Notice of a regular meeting of the Board of Directors shall be sent to each Director not less than three days prior thereto, specifying the time and place of such meeting.
- 6.6 Special meetings of the members or the Board of Directors shall be called in the following cases:
 - 6.6.1 if a request is made in writing to the Secretary thereto signed by at least one fifth of the members or Directors as the case may be.
 - 6.6.2 upon the request of the President for such meeting, whether of the members or of the Board of Directors.

7 Quorum and voting

- 7.1 At all meetings of or within the Association, a quorum shall consist of:
 - 7.1.1 General meetings: 20% of the membership, including at least two executive members.
 - 7.1.2 Director's meetings: 50% plus one of the total Directors.
 - 7.1.3 All questions shall be determined by a majority of votes unless otherwise specifically required by law or by these by-laws. Every member shall have one vote and no more, except in the event of a tie, whereby, in addition to his/her regular vote, the chairperson of any meeting shall have a second vote.
 - 7.1.4 Lawfully prepared proxies shall be recognized at meetings of members of the Association except where voting in person is mandatory. Proxies must be received by the Secretary twenty-four hours prior to the start of the meeting. Proxies shall not be accepted at meetings of the Directors or other committees of the Association.

8 Fiscal year

- 8.1 The fiscal year of the Association shall end on October 15th of each year.

9 Amendment of constitution and by-laws

- 9.1 The constitution and by-laws of the Association may be repealed, added to, replaced or amended by resolution of a majority of the Directors and sanctioned by an affirmative vote of at least two thirds of the votes cast in person or by proxy at a meeting of members duly called for the purpose of considering such by-laws.

10 Rules and regulations

- 10.1 The Board of Directors may make such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Association and, unless they are affirmed by such meeting, shall cease to have force and effect.

11 Powers of Directors

- 11.1 The management of the activities of the Association shall be vested in the directors who, in addition to the powers and authorities by these bylaws or otherwise expressly given them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association provided they are not expressly directed or required to be exercised or done by the Association in general meeting. In particular, the directors shall have power to engage a coordinator and to determine her/his duties and responsibilities and her/his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

12 Miscellaneous

- 12.1 The Association shall file with the Registry with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registry of the change.
- 12.2 The Association shall file with the Registry a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 12.3 The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
- 12.4 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Board of Directors shall be the responsibility of the Secretary.
- 12.5 The books and records of the Association may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Association.
- 12.6 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
- 12.7 The borrowing powers of the Association may be exercised by special resolution of the members.