



BYLAW #1

(September 30, 2015)

ARTICLE 1 - GENERAL

- 1.1. Purpose -- This By-law relates to the general conduct of the affairs of EQUINE CANADA / CANADA HIPPIQUE, a corporation incorporated under the Act.
- 1.2. Registered Office -- The Registered Office of EQUINE CANADA shall be located at such place as the Board may determine. EQUINE CANADA may establish other offices at other locations as it deems expedient.
- 1.3. Interpretation – In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all expression or identification of genders, and "Person" includes an individual, body corporate, partnership, trust and unincorporated organization. Words importing an organization name, title or program will include any successor organizational name, title or program.
- 1.4. Language – This By-law has been drafted in English and the official French text is a translation. In the event of conflicting interpretations, the English version shall prevail.
- 1.5. Computation of Time - Unless otherwise required by the *Interpretation Act* (Canada), in computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.
- 1.6. Definitions - The following terms have these meanings in the By-laws, unless the context otherwise requires:
- (a) "**Act**" means the Canada Corporations Act S.C. C-32 as amended;
 - (b) "**Annual Meeting**" means an annual general meeting of Members;
 - (c) "**Articles**" means the original or restated articles of continuance of EQUINE CANADA, as may be amended or restated from time to time;
 - (d) "**Auditor**" means 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 EQUINE CANADA for a report to the Members at the next Annual Meeting;
 - (e) "**Board**" means the Board of Directors of EQUINE CANADA;
 - (f) "**Board Committees**" means committees established by and reporting to the Board for the purposes of assisting the Board in its duties;
 - (g) "**By-laws**" means this By-law and any other bylaw of EQUINE CANADA, as amended and which are from time to time in force and effect;

- (h) "**Director**" means an individual elected or appointed to serve on the Board pursuant to the By-laws;
- (i) "**Equestrian Sport Committee**" has the meanings ascribed to it in Section 4.29;
- (j) "**EQUINE CANADA**" means Equine Canada / Canada Hippique;
- (k) "**FEI**" means the Federation Equestre Internationale, which is the international federation for equestrian sport;
- (l) "**Equestrian Sports**" means the equestrian sport disciplines recognized by the FEI and EQUINE CANADA;
- (m) "**Meeting of Members**" includes an Annual Meeting or any other meeting of Members;
- (n) "**Members**" means the members of EQUINE CANADA, including Category A, Category B and Category C members;
- (o) "**National Equine Organization**" means a Recognized Affiliate Organization as defined in Section 3.7(b);
- (p) "**Officer**" means an officer of EQUINE CANADA elected or appointed in accordance with the By-laws;
- (q) "**Operating Committees**" means committees established to assist EQUINE CANADA staff in their duties;
- (r) "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (s) "**Person**" includes an individual, body corporate, partnership, trust and unincorporated organization;
- (t) "**Policies**" means written directives ratified by the Board that define objectives, principles, procedures and methods to govern decisions and actions of EQUINE CANADA with respect to its programs and services;
- (u) "**Proposal**" means a proposal submitted by a Member of EQUINE CANADA that meets the requirements of the Act;
- (v) "**Provincial and Territorial Sport Organization**" means an organization established to promote the development, delivery and promotion of equine and equestrian sport, recreation and industry initiatives and programs in its respective province or territory of Canada and which is recognized as such or funded by the relevant provincial or territorial government and which supports the purposes, aims, objectives and ethical standards of EQUINE CANADA. EQUINE CANADA shall recognize only one eligible Provincial and Territorial Sport Organization per province or territory;
- (w) "**Recorded Address**" means, in the case of a Member, the address, including email address, as recorded in the register of Members and, in the case of a Director, Officer, or Auditor of EQUINE CANADA, or any other person, the address as recorded in the records of EQUINE CANADA;
- (x) "**Recognized Affiliate Organization**" means an organization that: (A) supports the purposes, aims, objectives and ethical standards of EQUINE CANADA; (B) provides programs or services to persons participating in equine and equestrian sport,

recreational, or industry activities and interests on a local, regional or national level in Canada; (C) has been recognized by the Board as a Recognized Affiliate Organization in accordance with Section 3.7; and (D) has paid an annual fee to EQUINE CANADA to maintain recognition and has not been suspended or had its recognition terminated by EQUINE CANADA;

- (y) **"Registered Participant"** means any Person registered with EQUINE CANADA, including Sport License Holders, and paying dues to obtain some benefit from EQUINE CANADA;
- (z) **"serious criminal offense"** means an indictable offence under the *Criminal Code* (Canada), as amended from time to time, and also those offences, whether indictable or not and whether such offence was committed in Canada or under the laws of any other country, involving: (i) sexual immorality; (ii) obstruction of justice; (iii) possession, trafficking, export or production of narcotics; (iv) impaired driving causing bodily harm or death; (v) theft or fraud of over \$5,000; (vi) robbery; (vii) extortion; (viii) assault; or (ix) sexual assault;
- (aa) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution by the Members at a Meeting of Members for which notice has been properly given;
- (bb) **"Sport License Holders"** has the meaning set forth in Section 3.6; and
- (cc) **"Terms of Reference"** means a written directive ratified by the Board.

ARTICLE 2 - MANDATE

2.1. EQUINE CANADA is the national governing body for equestrian sport in Canada, with a mandate to represent, promote and advance the sport in Canada, and to represent, promote advocate for and advance all related equine and equestrian interests, including recreation, industry and equine health and welfare. A full statement of EQUINE CANADA's objects is set out in the Articles.

ARTICLE 3 - MEMBERSHIP

Membership Categories

3.1. Categories -- EQUINE CANADA has three (3) categories of membership to be designated as Category A (Equestrian Sports), Category B (Provincial and Territorial Sport Organizations) and Category C (National Equine Organizations). Each category is authorized to designate nine (9) delegates to be Members and each Member shall be entitled to one vote.

Transfer of Membership

3.2. Non-Transferable - EQUINE CANADA membership is not transferable.

Conditions for Membership

3.3. Qualifications -- Members are those Persons designated as representatives in a membership category, each of whom meets the following qualifications:

- (a) has provided all necessary contact information required by EQUINE CANADA;

- (b) is a Canadian citizen or permanent resident of Canada, at least 18 years of age; and
- (c) has not been (i) subject to sanction of two (2) years or greater pursuant to the World Anti-Doping Code, the Canadian Anti-Doping Policy Rules, FEI Equine Anti-Doping and Controlled Medications Regulations, or Equine Canada Equine Medication Control; or (ii) convicted of a serious criminal offence for which a Pardon has not been granted.

3.4. Vacancy – A Member continues until the Member ceases to be a designated representative for the membership category or the membership otherwise terminates in accordance with the By-laws. Any vacancy occurring in respect of a Member shall be filled by the category of membership nominating such Member.

3.5. One Category of Membership - No Person may be designated as a Member in more than one (1) category of membership. If a person is qualified to hold membership in more than one (1) category and has not selected one category within fifteen (15) days following written request from EQUINE CANADA, EQUINE CANADA may select a category for such Person by notifying such Person of the category to be selected and providing fifteen (15) days for such Person to elect a different category for which the Person is qualified.

3.6. Sport License Holders – Sport license holders registered with EQUINE CANADA, if resident in Canada, are required to be members of their respective Provincial and Territorial Sport Organization in the province in which they reside. Notwithstanding the foregoing, the Board may expressly exempt a Person from such requirement in exceptional and unusual circumstances.

Recognized Affiliate Organization

3.7. Recognition – To be recognized by EQUINE CANADA, a Recognized Affiliate Organization must submit an application to EQUINE CANADA in such form as may be prescribed by the Board. The Board, in its absolute discretion, shall decide on what organizations or entities shall become Recognized Affiliate Organizations. In making such decision, the Board may take into account any circumstance which it deems relevant. Recognized Affiliate Organizations accepted by the Board may be Provincial and Territorial Sport Organizations, National Equine Organizations or Equestrian Sport Committees. Unless specifically determined otherwise by the Board, recognition shall take effect immediately following the meeting at which the recognition was granted. A Recognized Affiliate Organization shall comply with EQUINE CANADA's By-laws, Policies, procedures, rules and regulation and meet the following additional requirements:

- (a) A Provincial and Territorial Sport Organization shall:
 - (i) represent the diversity of the equine industry and equestrian activities in its respective province or territory;
 - (ii) be recognized or funded by the applicable Provincial/Territorial government;
 - (iii) be a registered legal entity under the applicable provincial or territorial corporations or societies legislation;
 - (iv) where necessary upon reasonable request from EQUINE CANADA, amend its own policies, procedures, rules and regulations to comply with those of EQUINE CANADA;

- (v) recognize Equine Canada as the sole national organization representing equestrian sport activities in Canada and a primary national organization representing the diversity of equine and equestrian, recreational, and industry activities and interest in Canada.
- (b) A National Equine Organization shall:
 - (i) represent a particular area of equine interest on a national scale, or where there is no such national entity, on a regional scale;
 - (ii) include only those organizations not represented by another category of membership;
 - (iii) where necessary upon reasonable request from EQUINE CANADA, amends its own policies, procedures, rules, and regulations to comply with those of EQUINE CANADA; and
- (c) Equestrian Sport Committees shall:
 - (i) be recognized in accordance with Section 4.29; and
 - (ii) comply with the rules of the FEI.

Member Not in Good Standing

3.8. Impact - Members who cease to be in good standing may have their privileges, as prescribed in the Articles, By-laws, Policies, rules and regulations of EQUINE CANADA, suspended and shall not be entitled to vote at meetings of Members or Directors, as applicable, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has returned to good standing. Members cease to be in good standing when they are:

- (a) not in compliance with the Articles, By-laws, Policies and rules of EQUINE CANADA;
- (b) subject to disciplinary action by EQUINE CANADA;
- (c) convicted of an offence under any legislation relating to the breeding, registration or welfare of animals that results in incarceration or a fine in excess of \$500;
- (d) nominated by a Recognized Affiliate Organization that has had its recognition by EQUINE CANADA terminated or suspended; or
- (e) convicted of other serious offences as determined by the Board.

Membership Year

3.9. Year – Unless otherwise determined by the Board, the membership year of EQUINE CANADA shall be January 1 to December 31.

Withdrawal and Termination

3.10. Termination – Membership in EQUINE CANADA is terminated when:

- (a) The Member dies, or the Recognized Affiliate Organization nominating such Member is liquidated or dissolved or EQUINE CANADA ceases to recognize such Recognized Affiliate Organization;
- (b) The Member ceases to be qualified for membership in accordance with the By-laws;

- (c) The Member resigns from EQUINE CANADA in accordance with the By-laws;
- (d) The Member is expelled in accordance with EQUINE CANADA's Policies and procedures for discipline of Members; or
- (e) The Member's term of membership expires and is not renewed.

3.11. Resignation – Subject to Section 3.12, a Member or Registered Participant may resign from EQUINE CANADA by giving written notice to the Chief Executive Officer of EQUINE CANADA to take effect at the time of such delivery, unless a later date is specified in the resignation. Notwithstanding resignation, a former Member or Registered Participant remains liable for any membership dues or other monies due or owing prior to the resignation.

3.12. May Not Resign – A Member or Registered Participant may not resign from EQUINE CANADA when the Member or Registered Participant is subject to a disciplinary investigation or action by EQUINE CANADA, or pursuant to any federal legislation relating to the breeding, registration or welfare of animals.

3.13. Disciplinary Authority – The Board shall have authority to reprimand, suspend or expel any Registered Participant, including a Member, from EQUINE CANADA for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Policies of EQUINE CANADA;
- (b) carrying out, participating in or condoning any conduct which may be detrimental to the fulfillment of the objectives of EQUINE CANADA as determined by the Board in its sole and absolute discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the mandate and objects of EQUINE CANADA.

3.14. Other Sanctions - In addition to withdrawal of benefits for failure to pay dues, Registered Participants, including Members, may have other suspensions, restrictions or sanctions imposed upon them, in accordance with EQUINE CANADA's Policies and procedures relating to discipline of Registered Participants or Members.

3.15. Dues – Except as provided for in the By-laws,

- (a) dues for Registered Participants and any membership dues may be established by the Board.
- (b) Provincial and Territorial Sport Organizations shall pay an annual variable fee, on behalf of such organization, calculated by a formula established by the Board and approved by two-thirds of such Provincial and Territorial Sport Organizations. This provision (Section 3.15(b)) may not be amended or deleted without the express approval of two-thirds of the Category B Members in addition to any other requirements under the Act.

ARTICLE 4 - GOVERNANCE

Board of Directors

4.1. Composition of a Board - The Board shall consist of the number of Directors set out in its Articles except where the Articles provide for a minimum and maximum number of Directors.

Where the Articles provide for a minimum and maximum number of Directors, the Board shall be such number of Directors as may be established by the Board within such minimum and maximum save and except that upon approval of this By-law, the number of Directors shall initially be set at thirteen (13).

4.2. Transition – Each Director then in office at the time this By-law is approved shall continue to serve as a Director for the full period of time which remains in such Director's term or until that Director resigns or a successor is chosen. Similarly, any Director holding the office of President, Treasurer, Secretary or Immediate Past President at the time this By-law is approved shall continue to serve in such capacity for the full period of time which remains in such Officer's term or until that Officer resigns from the specific office he or she holds or a successor is chosen. Election of Directors under this By-law will commence in 2016 following enactment. This provision is to transition from the current election of Directors at Large and by Divisions, resulting in thirteen (13) Directors in 2015, to twelve (12) Directors elected by all Members. In addition to filling any vacancies, Directors shall be elected on the following basis:

- (a) At the election of Directors for 2016, six (6) Directors shall be elected by the Members, four (4) for a three-year term ending 2019 and two (2) for a two-year term ending 2018.
- (b) At the election of Directors for 2017, five (5) Directors shall be elected by the Members, four (4) for a three-year term ending 2020 and one (1) for a one-year term ending 2018.
- (c) At the election of Directors for 2018, four (4) Directors shall be elected by the Members, each for a three-year term ending 2021.
- (d) Commencing in 2019 and for every year thereafter unless changed in accordance with the By-laws and Act and subject to increase to fill any vacancies for the remainder of a term, the number of Directors to be elected shall be the number of Directors whose terms expire in the same year as the election.

Powers and Responsibilities of the Board

4.3. Powers of EQUINE CANADA -- Except as otherwise provided in the Act or the By-laws, the Board has the powers and authority to manage the business and affairs of EQUINE CANADA and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:

- (a) make Policies, procedures and rules for managing the affairs of EQUINE CANADA, including relating to discipline of Members and Registered Participants and to the management of disputes within EQUINE CANADA;
- (b) in accordance with such Policies, have the authority to discipline Members and Registered Participants and deal with all disputes;
- (c) between Annual Meetings, fill vacancies which occur on the Board;
- (d) establish committees to represent issues and interests related to various sectors of the equine industry and equestrian activities and may delegate any of its powers, duties and functions to any committee, provided these delegated powers are not in conflict with the limitations under the Act;

- (e) establish a nomination committee in accordance with the By-laws to recommend nominees for the positions of Directors for election by the Members;
- (f) may employ or engage under contract such persons as it deems necessary to carry out the work of EQUINE CANADA and its committees; and
- (g) subject to the limitations set out in the Act, exercise such other duties, powers and rights as are determined by this By-law and by the Board as necessary, from time to time, in furtherance of the mission and mandate of EQUINE CANADA.

Election of Directors

4.4. Election – Elections shall be carried out in the manner approved by the Board and in accordance with the election procedures established by the Nomination Committee.

4.5. Eligibility – Subject to the Act and the By-laws, any Person who (i) has the power under law to contract, (ii) is eligible to serve as a director of a registered charity, (iii) is not an employee of EQUINE CANADA or a Recognized Affiliate Organization, and (iv) is a resident of Canada, may be elected or appointed as a Director provided that Directors may not be Members. Any Member elected as a Director shall resign as a Member within ten (10) days following the later of (i) date of election; and (ii) the provision of such Person's consent to be a Director in accordance with the Act.

4.6. Nominations – Nomination of an individual for election as a Director shall be submitted to the Nominating Committee by Registered Participants in accordance with EQUINE CANADA's nomination Policies, procedures and timelines and shall include a written confirmation by the candidate expressing a willingness to stand for office and a detailed profile of the candidate.

4.7. Nominating Committee – Subject to this Section 4.7, a Nominating Committee shall be comprised of seven Persons who are not Members and are not seeking election at the Annual Meeting as follows: one (1) Director who shall be non-voting and serve as chair; and a maximum of two (2) individuals nominated by each of the three categories of membership, Equestrian Sports (Category A) Provincial and Territorial Sport Organizations (Category B) and National Equine Organizations (Category C). The Nominating Committee shall be named by the Board at least six months prior to the Annual Meeting. The Board may appoint Persons to serve on the Nominating Committee in the event of a vacancy that is not filled by nominations from the applicable category of membership.

4.8. Competency of Nominees – All nominations shall be reviewed by the Nominating Committee. The Nominating Committee shall provide the Members with a list of candidate Directors, taking into consideration (i) the nominee's knowledge of EQUINE CANADA, (ii) required skills and diverse needs of EQUINE CANADA and the community it serves, and (iii) a balance of new and experienced Directors. The list of candidate Directors shall exceed the number of vacant positions by at least one and at most three Persons. No candidate may be eligible for election as a Director unless such candidate has been reviewed by the Nominating Committee and included on the list of candidates.

4.9. Terms – Except as otherwise specified in Section 4.2, terms for Directors shall be three years, staggered such that one-third of the Directors shall be elected in each year provided that no terms have been abridged, amended or extended. For greater certainty,

- (a) Directors will hold office until their successors have been duly elected in accordance with the By-laws unless they resign, are removed from or vacate office.

- (b) Subject to the Act and any agreement by such Director to the contrary, a Director's term shall end at the conclusion of an Annual Meeting.

4.10. Term Limits – Directors shall be eligible for re-election, but no Director may serve for more than six (6) consecutive years. After serving six (6) consecutive years as a Director, an individual may be elected or appointed to serve another term after an absence of at least nine (9) months from the date he or she last served as a Director.

Resignation and Removal of Directors

4.11. Resignation -- A Director may resign from the Board at any time by presenting his or her notice of resignation in accordance with the Act. Resignation from the Board shall not impact any disciplinary investigation or action to which the resigning Director may be subject.

4.12. Vacate Office – In addition to the requirements of the Act, a Director shall be deemed to have resigned and the office of such Director vacated automatically:

- (a) If the Director is convicted of a serious criminal offense or an offense under any legislation pertaining to the breeding, registration or welfare of animals that results in incarceration or a fine in excess of \$500;
- (b) If the Director fails to meet eligibility requirements required for directors of registered charities; or
- (c) If the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board.

4.13. Removal – Subject to the Act, a Director may be removed by an Ordinary Resolution of the Members, provided the Director has been given notice of and the opportunity to be present and to be heard at the Meeting of the Members where such resolution is put to a vote.

4.14. Filling Vacancy – For any vacancy, the remaining Directors may appoint a qualified individual to fill the vacancy until the next election of Directors when the Members shall fill the vacancy for the balance of the term of the Director whose position was vacated.

Meetings of the Board

4.15. Number of Meetings -- The Board shall hold a minimum of four (4) meetings per year.

4.16. Call of Meeting -- Either of the President or the Chief Executive Officer, acting alone, or three or more Directors together, may call a meeting of the Board at any time. Meetings of the Board will be held at the time and place as the Person(s) calling the meeting determine.

4.17. Notice -- The Board may establish regular meetings of the Board. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each Director. Subject to Section 4.18, at least fourteen (14) days before each meeting of the Board, the Chief Executive Officer shall send to each Director a notice of the meeting and shall provide the agenda of the business to be transacted at the meeting within seven (7) days of such notice. A Director may waive notice of a meeting (regular or special) of the Board or any irregularity in a notice of meeting of the Board. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of the Board cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

4.18. Notice of Special Meeting - A special meeting of the Board may be called by the President, or by a majority of the Directors who have consented in writing, on no less than twenty-four (24) hours' notice in exceptional circumstances where an immediate decision of the Board is required about a material matter. The notice for a special meeting of Directors must be provided both in writing electronically and by telephone and must specify clearly the purpose for which the meeting is called. The only business which may be transacted at a special meeting is that referred to in the notice.

4.19. Irregularity of Notice - Provided the notice of a regular or special meeting of the Board was properly sent, non-receipt of any notice, by any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at a Board meeting.

4.20. Quorum -- A quorum shall be a majority of Directors then in office. No Director may appoint a proxy to represent him or her for any reason.

4.21. Chair -- If the President is absent from the meeting, a Vice President shall chair the meeting and if neither the President nor a Vice President is present, the Board shall appoint from among its members a Director to chair the meeting.

4.22. Voting – Voting at Board meetings shall be as follows:

- (a) Questions shall be decided by majority of votes cast;
- (b) A tie vote fails;
- (c) The Chair shall exercise a vote;
- (d) Voting shall be by show of hands or such other manner designated by the Chair, unless there is a request for a secret ballot; and
- (e) Except where there exists a conflict of interest, no Director shall abstain from voting.

4.23. Closed Meetings -- Meetings of the Board are for Directors only. Others may attend meetings at the invitation of the President.

4.24. Telephone Meetings -- A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Independence

4.25. Independence – Other than the Chief Executive Officer, an Officer or Director may not be an employee of EQUINE CANADA or an employee, officer or paid contractor of any Recognized Affiliate Organization. Any Director or Officer elected or appointed who is an employee of EQUINE CANADA or an employee, officer or paid contractor of any Recognized Affiliate Organization, must resign such position within thirty (30) days of being elected or appointed as a Director or Officer, failing which such Director or Officer shall be deemed to have resigned as a Director or Officer, as applicable, of EQUINE CANADA.

Officers

4.26. Officers -- The Officers of EQUINE CANADA shall be the President and any other officers the Board may determine by resolution from time to time. Either the Chair or the President shall be a Director but no other Officer needs to be a Director, including the Chief Executive Officer. Any two offices may be held by the same Person. The Board, subject to the Act, may delegate to such Officers the power to manage the affairs of EQUINE CANADA. The President shall be elected by the Board from among the Directors at the first Board Meeting following the Annual Meeting.

4.27. Duties of Officers – Unless changed by the Board, the duties of Officers are as follows:

- (a) **President** - The President shall be a Director and will have general powers and duties of supervision of the business and affairs of EQUINE CANADA and such other powers and duties as the Board determines. The President shall preside at meetings of the Board and Meetings of Members. During the absence or disability of the President, his or her duties shall be performed and his or her powers exercised by the senior Vice President present, if any, or otherwise by a Director determined by the Board by resolution.
- (b) **Vice President** – The Board may appoint or elect up to two Vice Presidents. In addition to performing the duties of President and exercising such powers during the absence of the President, a Vice President shall have such other powers and duties as the Board may specify.
- (c) **Chief Executive Officer** – The Chief Executive Officer shall be the Secretary-General and attend all meetings of the Board and Meetings of Members, be responsible for liaison among the Board, committees and staff, shall be responsible for implementing EQUINE CANADA’s strategic plans and Policies and shall have overall management responsibility for all staff, programs and activities of EQUINE CANADA; and shall perform such other duties as may from time to time be established by the Board.
- (d) **Secretary-General** – The Secretary-General or such other Officer appointed by the Board shall issue or cause to be issued notices of meetings of the Board and Meetings of the Members in accordance with the By-laws; shall record or cause to be recorded proper minutes of meetings of the Board and Meetings of Members; shall ensure that all other written records are properly maintained as required by the Act; shall confirm voting delegates at all Meetings of Members; and shall perform such other duties as may from time to time be established by the Board.
- (e) **Powers and Duties of Other Officers** - The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify.

Committees

4.28. Committees – The Board may constitute such committees as it considers necessary for assisting the Board in carrying out its responsibilities. The Board shall establish the Terms of Reference and operating procedures for all Board committees and, in consultation with such committee, establish the Terms of Reference for all Operating Committees. The Board may delegate any of its powers, duties or functions to any committee except where prohibited by the Act or the By-laws.

4.29. Equestrian Sport Committees – An Operating Committee for each recognized equestrian sport discipline (each a “**Equestrian Sport Committee**”) shall be established. Each Equestrian Sport Committee is responsible for ensuring the efficient operation of its Equestrian Sport Discipline, in accordance with the By-laws and Policies and the Equestrian Sport Committee’s Terms of Reference.

4.30. Vacancy - When a vacancy occurs on a committee that is not a committee of the Board, the respective committee may appoint a qualified individual to fill the vacancy for the remainder of the member’s term. When a vacancy occurs on any Board committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of such term.

4.31. Removal – The Chair or member of any Board committee may be removed for misconduct or for good and sufficient cause by resolution of 2/3 of the votes eligible to be cast by the Board, provided the individual has been given notice of and the opportunity to be present and to be heard at the meeting where such a resolution is put to a vote.

Audit Committee

4.32. Audit Committee – EQUINE CANADA shall have an Audit Committee composed of at least three independent Directors. The Audit Committee shall report to the membership at least annually.

4.33. Audit Committee Duties - Duties of the Audit Committee will include but not be limited to examination of Board practices to safeguard the assets of EQUINE CANADA; review of the financial reporting, the external audit and the internal control systems. The overall role of this committee is to analyze risks that may materially impact EQUINE CANADA’s financial performance, its information systems and its compliance with the By-laws.

Remuneration

4.34. No Remuneration -- All Directors, Officers, and members of committees, with the exception of the Chief Executive Officer or other employees who hold salaried positions, shall serve their terms of office without remuneration except for reimbursement of expenses in accordance with Policies approved by the Board. Notwithstanding the foregoing, EQUINE CANADA may provide an honorarium to a Director who temporarily and non-competitively fulfills the duties of a vacant senior executive position.

Conflict of Interest

4.35. Conflict of Interest – Any person affiliated with EQUINE CANADA in any manner whatsoever shall comply with EQUINE CANADA policies regarding conflict of Interest, as well as EQUINE CANADA’ s *Code of Conduct and Ethics*.

ARTICLE 5 - MEETING OF MEMBERS

Annual and General Meetings

5.1. Annual Meeting -- EQUINE CANADA shall hold an Annual Meeting of Members at such date, time and place as may be determined by the Board.

5.2. Agenda -- The agenda for the Annual Meeting shall include:

- (a) Call to order
- (b) Approval of the Agenda
- (c) Adoption of Minutes of the previous Annual Meeting
- (d) Report of the Audit Committee
- (e) Acceptance of Financial Statements
- (f) Appointment of Auditors
- (g) Other business as specified in the meeting notice
- (h) Introduction of Board of Directors for coming year
- (i) Adjournment

5.3. Proposal for Annual Meeting - Any Member wishing to submit a Proposal to the Annual Meeting shall give written notice to the Secretary-General, with a brief explanation, at least thirty-five (35) days prior to the date of the Annual Meeting.

5.4. General Meeting -- A General Meeting of the Members may be called at any time at the discretion of the Board or upon the written requisition of Members carrying not less than twenty-five (25) percent of voting rights in accordance with the Act. If requested by Members, the request must state the reason for a General Meeting and the business to be transacted at the General Meeting.

5.5. Notice -- Written notice of Meetings of Members shall be given to all Members by telephonic, electronic or other communication facility at least twenty-one (21) days and not more than thirty-five (35) days prior to the date of the meeting. Such notice shall contain the date, time and place of the meeting as well as the purpose of, and agenda for, the meeting.

5.6. Alternative Notice - Members may be notified of Meetings of Members, in the official publication of EQUINE CANADA, through its website by a notice posted on its homepage, or by telephone, electronic or other communication facility to each Member entitled to vote at the meeting.

5.7. Persons to be Present -- Persons to be present at a Meeting of the Members are: Members, the Directors, the Auditor and such other persons who are entitled or required by any provision of the Act to be present at the meeting. Registered Participants may attend any Meeting of the Members except where the President (or other Chair of such meeting) has declared the meeting, or any portion thereof, to be *in camera*. Any other person may be admitted at the invitation of the Chair of the meeting.

5.8. Quorum -- At a Meeting of Members, a quorum is a majority of the Members.

5.9. Participation by Electronic Means at a Meeting of Members - If EQUINE CANADA chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that EQUINE CANADA has made available for this purpose.

5.10. Meeting of Members Held Entirely by Electronic Means - The Board may determine that a Meeting of Members shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. The Board may establish procedures regarding the holding of Meetings of Members by such means.

Voting

5.11. Determination of Votes -- Votes shall be determined by a show of hands or voting credentials unless a recorded ballot is requested by a Member.

5.12. Majority of Votes -- Except as otherwise provided in the Act or the By-laws, each issue shall be decided by majority vote.

5.13. Absentee Voting - Members entitled to vote at a Meeting of Members may vote by mailed-in ballot, in accordance with the terms established by the Board or its delegates, or by means of a telephonic, electronic, or other communication facility if EQUINE CANADA has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to EQUINE CANADA without it being possible for EQUINE CANADA to identify how each Member voted.

ARTICLE 6 - FINANCE AND MANAGEMENT

6.1. Fiscal Year -- Unless otherwise determined by the Board, the fiscal year-end of EQUINE CANADA shall be March 31.

6.2. Bank -- The banking business of EQUINE CANADA shall be conducted at such Canadian chartered financial institution as the Board may designate.

6.3. Auditors -- At each Annual Meeting, the Members shall appoint an Auditor to audit the books, accounts and records of EQUINE CANADA for report to the Members at the next Annual General Meeting. The Auditor shall hold office until the next Annual Meeting.

6.4. Annual Financial Statements -- EQUINE CANADA may, instead of sending copies of the annual financial statements and further information respecting the financial position of EQUINE CANADA as required by the Act, publish a notice to its Members stating that these documents are available at the registered office of EQUINE CANADA and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

6.5. Signing Authority -- The Officers of EQUINE CANADA, or other persons appointed by the Board, shall have signing authority for all financial transactions conducted in the name of EQUINE CANADA. All such transactions shall require two signatures.

6.6. Execution of Documents -- Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by EQUINE CANADA may be signed by two (2)

Officers or Directors or one Officer and one Director in accordance with EQUINE CANADA's Policies, rules and regulations. 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.

6.7. Property -- EQUINE CANADA 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.

6.8. Borrowing -- EQUINE CANADA may borrow funds upon such terms and conditions as the Board may determine.

6.9. Books and Records -- The Board shall ensure that all books and records of EQUINE CANADA required to be kept by the Act, the By-laws or any other statute or law, are regularly and properly kept.

6.10. Trust Fund -- EQUINE CANADA may enter into an agreement with a financial institution or other organization to create a trust fund, the income from which shall be used solely to promote the aims and objectives of EQUINE CANADA. The trust fund shall be managed in accordance with applicable legislation and the Policies and procedures established by the Board.

ARTICLE 7 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.1. Limitation of Liability - Every Director and Officer of EQUINE CANADA in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of EQUINE CANADA and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the Act and other applicable law, no Director or Officer is liable for:

- (a) the acts, receipts, neglects or defaults of any other Director, Officer or employee;
- (b) joining in any receipt or other act for conformity;
- (c) any loss, damage or expense happening to EQUINE CANADA through the insufficiency or deficiency of title to any property acquired for or on behalf of EQUINE CANADA;
- (d) the insufficiency or deficiency of any security in or upon which any of the monies of EQUINE CANADA shall be placed or invested;
- (e) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to EQUINE CANADA; or
- (f) any other loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the discharge of the duties of his or her office with EQUINE CANADA or any matter claimed against him solely because of his or her status as a Director or Officer.

7.2. Indemnity -- EQUINE CANADA will indemnify to the maximum extent permitted by the Act: (i) any Director or Officer; (ii) any former director or officer of EQUINE CANADA; (iii) any

individual who acts or acted at EQUINE CANADA's request as a Director or Officer, or in a similar capacity, of another entity; (iv) any volunteer acting under the direction of EQUINE CANADA or a duly constituted committee of EQUINE CANADA; and (v) their respective heirs and legal representatives (collectively, an "Equine Representative"), from and against all costs, charges and expenses, including any legal fees incurred for purposes of defending an action and any and all amounts paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal or administrative actions or proceeding to which he is made a party by reason of being or having been an Equine Representative acting under the direction of EQUINE CANADA, except such costs, charges and expenses as are:

- (a) occasioned by any fraudulent, dishonest or criminal act committed deliberately by such Equine Representative as determined by final non-appealable adjudication in respect of any action or proceeding; or
- (b) arising out of or attributable to an Equine Representative gaining any profit, remuneration or advantage to which such Equine Representative was not legally entitled as determined by final non-appealable adjudication in respect of any action or proceeding.

7.3. No Limitation -- Nothing in this By-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of the By-laws.

7.4. Insurance -- EQUINE CANADA may purchase and maintain insurance for the benefit of its Equine Representatives, in such amounts as the Board may determine and as are permitted by the Act.

ARTICLE 8 - NOTICE OF MEETING

8.1. Method of Giving Notice – The Board may establish procedures to give, deliver or send a notice, communication or document to any Director, Officer, Member or public accountant by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by EQUINE CANADA in the form of an electronic document. If not otherwise determined, the notice shall be given by surface or electronic mailing to the Recorded Address.

8.2. Date of Record – The Board of Directors may fix in advance of Meetings of Members a date as the date of record for the purpose of determining the Members entitled to notice of any Meeting of Members or any adjournment thereof. The date of record shall not be more than sixty (60) nor less than twenty-one (21) days before the date of the meeting.

8.3. Error in Notice -- The accidental omission to give notice of a Meeting of the Directors 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 shall not invalidate any action taken at the Meeting.

ARTICLE 9 - ADOPTION OF BYLAWS

9.1. Amendment of By-laws. EQUINE CANADA by-laws may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting Members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment repeal or amendment

of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

9.2. Repeal of Prior Constitution and By-laws -- All previous bylaws of EQUINE CANADA are repealed as of the coming into force of this By-law. In ratifying this By-law, the Members of EQUINE CANADA repeal the prior constitution and bylaws of EQUINE CANADA provided that such repeal does not impair the validity of any action done pursuant to the repealed constitution and bylaws.

9.3. Enactment -- This by-law comes into force upon approval by the Minister of Industry Canada.

9.4. Effective Date - Passed by a special resolution of the Members of EQUINE CANADA on September 26, 2015, and being effective as of the date of Ministerial approval under the *Canada Corporations Act*.



Al Patterson
President



Eva Havaris
Chief Executive Officer