

P.E.I. Horse Council Inc.
CONSTITUTION & BYLAWS
(as amended – January 20, 2011)

Section 1 – Constitution

ARTICLE 1. - NAME

- 1.1.1 The name of the Organization shall be PEI Horse Council Inc., otherwise referred to as Island Horse Council, and shall at all times be operated as a non-profit organization.

ARTICLE 2. - OBJECTIVES

- 1.2.1. The objectives of the P.E.I. Horse Council Inc. shall be:
- (a) To promote, conduct and manage P.E.I. Horse Council Inc. for the benefit of Prince Edward Island equestrians.
 - (b) To provide a unified voice for the horse industry on Prince Edward Island.
 - (c) To establish a liaison with any authorities, including federal, provincial and municipal governments and provincial or national Horse Councils or Equestrian Federations.
 - (d) To encourage the development of all aspects of horsemanship.

ARTICLE 3. - HEAD OFFICE

1.3.1 P.E.I. Horse Council Inc. shall be incorporated with its Mailing Address at P.O. Box 302, Charlottetown, Prince Edward Island C1A 7K7.

The Street Address is 40 Enman Crescent, Charlottetown, P.E., C1E 1E6

ARTICLE 4. - REMUNERATION

1.4.1 The directors, officers and members of P.E.I. Horse Council Inc. shall serve as such:

- (a) Without remuneration, and no director, officer or member shall directly or indirectly receive any profit from his/her position.
- (b) Directors, officers and members may be reimbursed related expenses while representing P.E.I. Horse Council Inc. on official business.
- (c) The membership may grant an honorarium upon approval by the Board.

ARTICLE 5. - AMENDMENTS TO CONSTITUTION

1.5.1 Articles to this constitution may be added to, amended, or rescinded at any Annual or Special Meeting of P.E.I. Horse Council Inc. by a simple majority of those in attendance.

ARTICLE 6 - DISSOLUTION

- 1.6.1 In the event of dissolution or the winding up of P.E.I. Horse Council Inc., the procedure for dissolution shall be as provided for in the bylaws.

Secton 2 - Bylaws

ARTICLE 1 - MEMBERSHIP

- 2.1.1 (i) Member Club: Is entitled to full voting service and financial privileges. Member Club must purchase group insurance approved through P.E.I. Horse Council Inc.; must be not for profit, be an organized group, having a constitution, whose main purpose or objective is concerned with horses or horsemanship.
- (ii) Individual/Family Member: Any individual may join P.E.I. Horse Council Inc., and by doing so through the payment of an annual fee receives insurance approved through P.E.I. Horse Council Inc. and is eligible for communication services such as a newsletter and services offered though Sport P.E.I..
- (iii) Corporate Sponsor: Is eligible for communication services as outlined in the P.E.I. Horse Council Inc. Policy.
- (iv) Friendship Membership: Eligible for communication services as outlined in the P.E.I. Horse Council Inc. Policy.
- (v) P.E.I. Horse Council Inc. will consider and may approve any application for membership.

Member Club Requirements:

- 2.1.2 1. Any organized group having a constitution whose main purpose or objective is concerned with horses or horsemanship, may be entitled to membership as outlined in SECTION 2, ARTICLE 1 (1) upon:
- (i) Presenting the P.E.I. Horse Council Inc. with a copy of their constitution;
 - (ii) Paying an annual membership fee as required for a Member Club
 - (iii) Providing P.E.I. Horse Council Inc. annually with a current Membership List; any changes to their Constitution: Financial Statements; a list of current Executive; current name of P.E.I. Horse Council Inc. Representative and Alternate
 - (iv) P.E.I. Horse Council Inc. will consider and may approve any application for membership.
 - (v) P.E.I. Horse Council Inc., by a majority vote may in its discretion revoke the membership of any club and privileges of any representative of Member Club whose actions have not been conducive to the welfare of the sport or council. A notice of intent to revoke the membership of any club or representative must be included in the Notice of Meeting to be sent out twenty-one (21) days in advance of the meeting.
- 2 Any individual may be granted membership as outlined in SECTION

2, ARTICLE (1) (ii), upon:

- (i) Paying the Annual Membership Fee as required for Individual or Family Membership

Fees

- 2.1.3 (i) Membership fees to P.E.I. Horse Council Inc. shall be determined by the Board and approved by vote at the Annual General Meeting.
- (ii) Membership fees are payable as prescribed by the Board of Directors. After said time there will be a mandatory late fee at the discretion of Council.

Member in Good Standing

2.1.4 A member is in good standing when:

- (a) the member has paid membership fees or other required fees to the P.E.I. Horse Council Inc.
- (b) the member is not suspended.

Withdrawal

- 2.1.5 (i) If a Member Club has not paid the annual membership fees within thirty (30) days following the AGM, the Member Club is considered to have withdrawn and the Board may issue formal notice with intent to cancel their membership.

- (ii) In this case, the name of the Member Club is removed from the Membership of P.E.I. Horse Council Inc.. The Member Club is considered to have ceased being a Member Club.
- (iii) No refund of annual fees will be made to any member or member club upon the cessation of membership.

Suspension of Membership

Decision to Suspend

- 2.1.6 (i) The Council, at a special meeting called for that purpose, may suspend a member's membership defined in any capacity as outlined in SECTION 2 ARTICLE 2.1 of the bylaws for a period of time deemed fit at the discretion of the Council, for one or more of the following reasons:
- (ii) If the Member has failed to abide by the Bylaws, or Policies of P.E.I. Horse Council Inc..
 - (iii) If the Member has disrupted meetings or functions of the P.E.I. Horse Council Inc. or
 - (iv) If the Member has done anything judged by P.E.I. Horse Council Inc. to be harmful to P.E.I. Horse Council Inc.
 - (v) The Board of Directors has the authority to assign subsequent and further suspensions.

Notice To The Member

- 2.1.7 (i) The affected Member will receive written notice of the Board of Directors intention to deal with whether that Member should be suspended or have their membership revoked.
- (ii) The notice will be sent by single registered mail to the last known address of the Member shown in the records of P.E.I. Horse Council Inc.
- (iii) The notice will state the grounds for why a suspension or cancellation is being considered.

Decision of the Board

- 2.1.8 (i) The Board may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is adverse to the interests of P.E.I. Horse Council Inc. The Member will have an opportunity to appear before the Board at said meeting to address the matter.
- (ii) The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- (iii) A quorum must be present and a simple majority of the votes is required to pass a Special Resolution.
- (iv) The Board shall provide a written decision to the affected Member, outlining its reasons for the decision within 30 days of the meeting.

Article 2 - Voting

- 2.2.1 (i) The Executive Officers: The Chair, Vice Chair, Past Chair, Treasurer, Secretary, National Liaison Officer and the Chief Information and Publicity Director of P.E.I. Horse Council Inc. shall have one vote.
- (a) In the case of elections, the Chair will receive a second vote to break a tie, provided the Chair is not a nominee for that position.
- (ii) Each Member Club in good standing shall be entitled to one (1) voting representative at each General, Special and Annual General Meeting.
- (iii) The Past Chair shall have 1 vote for 1 year immediately following their term as Chair.
- (iv) A quorum at any meeting shall consist of 6 voting members present, a minimum of 2 of the 6 must be Executive Officers .
- (v) All voting shall be decided by a simple majority unless otherwise specified.
- (vi) Voting methods are at the discretion of the Chair.

Article 3 - Meetings

- 2.3.1 (i) The Annual General Meeting of P.E.I. Horse Council Inc. shall be held during the month of January each year.

- (ii) The Secretary shall notify members at least twenty-one (21) days in advance of all Annual General Meetings and Special Meetings. This notice shall state the place, date and time of the meetings, and any business requiring a Special Resolution.
- (iii) Any member wishing to have an item of business placed on the agenda of the Annual General Meeting shall advise the Secretary of such, in writing, twenty-one (21) days in advance of the notice being sent.
- (iv) All meetings will be deemed official with a minimum of 6 voting members present, a minimum of 2 of the 6 must be Executive.

Agenda for the Annual Meeting

- 2.3.2 (i) Call to Order
- (ii) Minutes of the previous AGM
- (iii) Approval of Minute of Previous AGM
- (iv) Business Arising from the Minutes
- (v) President's Report
- (vi) Treasurer's Report
- (vii) Evaluate Club Dues
- (viii) Club Reports
- (ix) Committee Reports
- (x) Report of the Nominating Committee
- (xi) Election of Officers
- (xii) New Business
- (xiii) Other Business

- (xiv) Introduction of New Executive
- (xv) Adjournment

General Meetings

- 2.3.3 (i) General Meetings shall be called from time to time as needed by the Board.

- (ii) Any Club failing to have representation at two (2) consecutive meetings in any given year may be required to replace their representatives within thirty (30) days.

Special General Meetings

- 2.3.4 Special Meetings shall be held when called for by three (3) executives, the Chair, or by the request of two thirds (2/3) of the P.E.I. Horse Council Inc. member clubs.

Proceedings at the General and Special Meetings

- 1.2.5 All Special and General Meetings may be open to the public at the discretion of the Chair.

Article 4 - Governance - BOARD OF DIRECTORS

- 2.4.1 (i) The executive officers of P.E.I. Horse Council Inc. shall be a Chair, Vice-Chair, Past Chair, Treasurer, Secretary, a National Liaison Officer and a Chief Information and Publicity Director. All officers

shall be elected at the Annual General Meeting, except the past-chairperson who shall be the immediate past chairperson.

- (ii) Each Member Club shall be entitled to 1 voting representative on P.E.I. Horse Council Inc.
- (iii) The term of office for all elected officers shall be one year. Any officer may be re-elected on an annual basis.
- (iv) No elected officer of P.E.I. Horse Council Inc. may hold office or be a representative for a member club.
- (v) The Board may appoint ex-officio representatives to the Board.

Executive Officers

- 2.4.2 (i) The Board may make policies, procedures and rules relating to the management of P.E.I. Horse Council Inc.
- (ii) Executive Officers may appoint or employ such persons as they deem necessary to carry out the work of the Board.
- (iii) In the event of ambiguity in any word or phrase of these By-laws, the Board shall rule.

Duties of Elected Officers

- 2.4.3 (i) Chair - is the presiding officer to call the members to order; to announce the business before the Board; to recognize members

entitled to the floor; to state and to put to vote all motions which are regularly moved, or necessarily arise in the course of the proceedings, and to announce the results of the vote: to protect the assembly from annoyance from evidently frivolous or dilatory motions by refusing to recognize them; to assist in the expediting of business in every way compatible with the rights of the members, such as by allowing brief remarks when un-debatable motions are pending if he thinks it advisable; to restrain the members when engaged in debate, within reasonable expectations; to enforce on all occasions the observance of order and decorum among the members and to decide all question of order.

- (ii) Vice Chair - In the absence of the Chair, the Vice Chair shall assume all of the Chair s duties. If the Chair cannot complete the term, the Vice Chair shall become the Chair for the remainder of the term.
- (iii) Treasurer - holds the funds deposited with him/her and pays them out on the order of P.E.I. Horse Council Inc. signed by the President, Vice President or the Secretary. He/She is required to make an annual report or at any time at the request of the Chair. The report when made along with all financial receipts, deposit slips and the cheque register should be referred to an auditing committee and from time to time he/she shall perform such other duties as prescribed by the Board of Directors.
- (iv) Secretary - The secretary is responsible for taking the minutes of the meetings and is the custodian of P.E.I. Horse Council Inc. records except those specifically assigned to others such as the treasurer' s

books. He/She should also keep one book in which the constitution, by-laws, rules of order and standing rules should all be written, leaving every other page blank; and whenever an amendment is made to any of them, in addition to being recorded in the minutes it should be immediately entered on the page opposite to the article amended, with a reference to the date and page of the minutes where it is recorded. It is also their duty to send out proper notices of all called meetings and to manage all correspondence of P.E.I. Horse Council Inc. and from time to time shall perform such other duties as prescribed by the Board of Directors.

- (v) The duties of the National Liaison Officer and the Chief Information and Publicity Director shall be as described in the Policy Manual.

Election of Executive

- 2.4.4 (i) Prior to the Annual General Meeting, the Chair shall appoint a nominating committee.
- (ii) Any person may be nominated from the floor.
- (iii) Only the former Chair, upon the election of a new Chair, shall fill the office of Past Chair.
- (iv) In the event of more than one nomination for any one position the candidates running for that position shall be given a maximum of five (5) minutes to speak to the voting members prior to the vote being taken. The candidate may decline to use this opportunity if he/she wishes.

- (v) In the event of a vacancy occurring, the Board may appoint an individual to fill the term.

Committees

- 2.4.5 (l) P.E.I. Horse Council Inc. may establish committees, as required, to permit the effective conduct of P.E.I. Horse Council Inc. business.

ARTICLE 5 - MANAGEMENT

Fiscal Year

- 2..5.1 The fiscal year of P.E.I. Horse Council Inc. shall be January 1st - December 31st.

Auditors

- 2.5.2 The Treasurer at each Annual General Meeting shall present to the board properly prepared financial documents for review.

Signing Authority

- 2.5.3 All cheques must be signed by any two of the following officers: Chair, Secretary, Treasurer and Vice-Chair.

ARTICLE 6 - INDEMNITY

- 2.6.1 (i) The members of the Board shall not be personally liable for any

mistake of judgement, negligence of any acts of omissions made in good faith, except for their own wilful malfeasance, misfeasance, misconduct or bad faith.

(ii) The P.E.I. Horse Council Inc. shall indemnify and hold harmless the Board of Directors from all expenses or liability arising out of their position.

(iii) P.E.I. Horse Council Inc. shall obtain and maintain the type of insurance deemed appropriate by the Board of Directors.

ARTICLE 7 - AMENDMENT OF BY LAW & RULES AND REGULATIONS

1.6.1 These bylaws may be added to, altered or rescinded at an Special or Annual General Meeting of P.E.I. Horse Council Inc. by a simple majority of voting members in attendance.

ARTICLE 8 - DISSOLUTION

1.8.1 It is specifically provided that in the event of dissolution or the winding up of P.E.I. Horse Council Inc. all its remaining assets after payment of its liabilities shall be distributed to one or more recognized non-profit organizations in Prince Edward Island of similar purposes.