

# **MANITOBA HORSE TRIALS**

## **BYLAWS**



Revised November 15, 2014

A by-law relating generally to the regulation of the business and affairs of MANITOBA HORSE TRIALS, INC.

BE IT AND IT IS HEREBY ENACTED as a by-law of MANITOBA HORSE TRIALS, INC. (hereinafter referred to as the "Corporation") as follows:

HEAD OFFICE

1. The head or principal office of the Corporation shall be at the City of Winnipeg, in the Province of Manitoba, or at such other place therein as the directors of the Corporation may from time to time by resolution determine.

CORPORATE SEAL

2. The seal of the Corporation shall be in such form as shall be prescribed by the directors of the Corporation and shall have the words "Manitoba Horse Trials, Inc." endorsed thereon and the seal shall be left in the custody of the Secretary of the Corporation.

OBJECTS

3. The objects of the Corporation are:
  - (a) to promote, encourage and develop the sport of combined training in the Province of Manitoba;
  - (b) to further the education of both horses and riders in combined training;
  - (c) to do all such things as are incidental or conducive to the attainment of the above objects and, without limiting the generality of the foregoing;
    - (i) to make appeals for funds, to acquire, accept or receive gifts, donations, bequests, or subscriptions or money or other real or personal immovable or movable property whether they be unconditional or subject to special Conditions provided any special conditions are not inconsistent with the above objects;
    - (ii) to hold, manage, improve, develop, exchange, lease, sell, turn to account or otherwise deal with the real or personal immovable or movable property from

time to time held by the Corporation and to retain any real or personal, immovable or movable property in the form in which it may be received by the Corporation for such length of time as the Corporation may determine;

- (iii) subject to any special conditions attaching to any gift, to invest and deal with the monies of the Corporation in such manner as the Corporation may from time to time determine;
- (iv) subject to the provisions of this by-law, to distribute the income of the Corporation in such manner as the Board of Directors may from time to time determine;
- (v) to enter into and carry out agreements, contracts, and undertakings;
- (vi) to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments;
- (vii) to acquire by purchase, lease or otherwise any real or immovable property necessary for the carrying on of its objects, and to sell, lease, dispose of and convey the same or any part thereof as may be considered advisable;
- (viii) to demand, receive, sue for the recovery and compel the payment of all sums of money that become due and payable to the Corporation;
- (ix) to employ and pay such assistants, clerks, agents, and representatives and employees, and to procure, equip, maintain such office and other facilities and to incur such operating expenses as may be considered necessary;
- (x) to pay costs and expenses of or incidental to the incorporation and organization of the Corporation.

4. AFFILIATIONS: The Corporation will be affiliated with Canadian Eventing and such other corporate bodies as are affiliates of Canadian Eventing, and shall endeavour to assist all members of the Corporation in dealing with these recognized affiliates.

### EXECUTION OF INSTRUMENTS

5. Contracts, deeds, transfers, licences or any instruments in writing requiring the signature of the Corporation shall be signed by either the President or Vice-President and by the Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality and the directors shall have the power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
6. CONTRACTS IN THE ORDINARY COURSE OF BUSINESS: Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board of Directors.

### MEMBERSHIP

7. The membership of the Corporation shall be divided into the following categories:
  - (a) Junior - any member who is under the age of eighteen as of January 1<sup>st</sup> in the current year;
  - (b) Senior - any member who is eighteen or over as of January 1<sup>st</sup> in the current year;
  - (c) Family - shall be any senior member combined with their spouse or cohabitant. and any of their children, providing such children are under the age of eighteen as of January 1<sup>st</sup> of the current year and children over the age of eighteen who have up until the age of eighteen, been a family member must, if they wish to continue membership, acquire a senior member status; family memberships are granted to those family members living in the same residence.
  - (d) Non-Competitive Supporting Member - any member who does not compete, but who wishes to support the Corporation and this member shall be entitled to the voting privileges allowed all individual members, but shall pay a reduced fee;
  - (e) Honorary - any member who has been elected to this position by the membership in recognition of his/her extended substantial support to the Corporation or the sport of

Combined Training and he/she shall be appointed for life and be entitled to the voting privileges allowed all members.

8. FEES: Membership fees shall be determined by the vote of a majority of the Board members at their fall meeting.

#### MEETINGS OF THE MEMBERS

9. ORIGINATING MEETING: The originating meeting shall be the first annual meeting of the Corporation.
10. ANNUAL MEETING: An annual meeting of the members of the Corporation shall be held for the purpose of electing members of the Board of Directors, receiving the annual report of the directors and reports of officers and committees, receiving the financial statements of the Corporation, and considering and transacting any other business of the Corporation.
11. PLACE OF MEETING: The annual or any other general meeting shall be held at the head office of the Corporation or elsewhere in Manitoba as the directors may determine, within six months subsequent to the fiscal year end of the Corporation and every voting member shall receive twenty-one days' notice of such meeting by mail or e-mail.
12. CONTENTS OF NOTICE: Every notice of a meeting shall state the nature and the business of the meeting.
13. SPECIAL MEETING: A special meeting of the members of the Corporation may be called by the President or Vice-President or by 25% of the membership by petition in writing to the President and will be held at such place and at such time as the directors may determine and the notice of the special meeting which is to be mailed at least twenty-one days before the holding of such meeting shall state the business to be transacted and no other business shall be considered at the meeting.
14. SHORT NOTICE: With the consent in writing of the voting members, a general meeting may be convened at shorter notice than twenty-one days, and in any manner in which the members shall think fit.

15. MAJORITY VOTE: Questions arising at any meeting shall be decided by majority vote and every question shall be decided by a show of hands unless a poll is demanded by any qualified member, or proxy holder.
16. CHAIRMAN OF THE MEETING: The chairman of the meeting will not hold a vote except in the case of a tie.
17. QUORUM: At all meetings of the Corporation, the voting members shall be entitled to cast one vote on each question submitted to vote and a quorum shall consist of three executive members in addition to five members present in person; however if this quorum is not fulfilled, the executive may recall a meeting giving notice of twenty-one days.
18. VOTING BY PROXY: Any member may vote on all matters by proxy, however a proxy holder must be a qualified member and shall produce and deposit with the Secretary prior to the meeting sufficient proof in writing from his constituent or constituents of his right to exercise the proxy and no qualified member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then due by him.
19. ADJOURNMENT: Any meeting of the members of the Corporation may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and no notice shall be required for any such adjournment and such adjournment may be made notwithstanding that no quorum is present.

#### BOARD OF DIRECTORS

20. The affairs of the Corporation shall be managed and controlled by a board of a minimum 3 directors and a maximum twenty directors each of whom at the time of his election or within ten days thereof and throughout is term of office shall be a member of the Corporation.
21. APPOINTMENT OF OFFICERS: The Board of Directors shall at the first meeting following the annual meeting elect the officers of the Corporation and the officers shall be the President, the Vice-President, a Secretary and a Treasurer, and such other officers as the directors from time to time may determine.

22. MEETINGS OF DIRECTORS: Meetings of the directors may be held either at the head office of the Corporation or elsewhere as the directors may from time to time determine and a meeting of directors may be convened by the President or Vice-President or by the Secretary by direction of the President or Vice-President or by the Secretary on direction in writing of two directors.
23. QUORUM: The presence in person of at least three directors shall be necessary to constitute a quorum at a meeting of the Board of Directors.
24. NOTICE OF MEETINGS: Notice of such meetings shall be delivered, telephoned or e-mailed to each director not less than three days before the meeting is to take place or shall be mailed to each director not less than three weeks before the meeting is to take place, provided always that such meetings may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence and the statutory declaration of the President or Secretary that notice has been given pursuant to this section shall be sufficient and conclusive evidence of the giving of such notice.
25. ERROR IN-NOTICE: No error in giving such notice for a meeting of directors shall invalidate or make void any proceedings taken at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken.
26. EFFECT OF SIGNATURES: Any minute, resolution or bylaw, the adoption and approval of which is manifested and evidenced by the signatures of all the directors without their meeting together, shall have the same force, effect and validity as if such minute, resolution or by-law has been adopted, passed or enacted at a formal meeting of directors.
27. REMUNERATION: No director shall be entitled to any remuneration for acting as a director of the Corporation but each director shall be entitled to reasonable out of pocket expenses incurred in carrying out his duties as a director, provided that such expenses shall be approved by the directors.
28. VOTING: Questions arising at any meeting of directors shall be decided by a majority of votes of those present and the Chairman of the meeting does not hold a vote except in the

case of a tie.

29. ELECTION OF DIRECTORS: The directors shall be elected by a majority of the members at the annual meeting by a show of hands, unless a ballot is demanded and all votes at a meeting of directors shall be conducted in this manner.
30. PRESIDENTIAL DECLARATION: A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the vote recorded in favour or against such resolution.
31. ABSENCE OF THE PRESIDENT: In the absence of the President his duties may be performed by the Vice-President or such other director as the Board of Directors from time to time may appoint.
32. ADJOURNMENT: Less than a quorum of directors shall have power to adjourn a meeting from time to time until a quorum can be present.
33. TERM OF OFFICE: The term of office for all directors shall be from one annual meeting to the next and retiring directors shall be eligible for re-election.
34. VACANCY: In the event of a vacancy however caused occurring in the Board of Directors, such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members, and any director appointed or elected to fill such vacancy shall hold office for the unexpired term of the director who caused such vacancy.
35. MANDATORY VACATION OF OFFICE: The office of any director of the Corporation shall be vacated:
  - (a) if removed from office by a resolution passed by at least two-thirds of the votes cast at a special meeting of members called for that purpose;
  - (b) if he becomes bankrupt;
  - (c) if he is declared mentally incompetent;
  - (d) if he is convicted of a criminal offence;



- (e) if he resigns by written notice to the Board of Directors;
- (f) if he dies.

#### DUTIES OF DIRECTORS

36. CORPORATE FUNDS: The Board of Directors shall be responsible for ensuring that one member chairs meetings of the Corporation, for ensuring that funds of the Corporation are accounted for and for ensuring minutes of meetings of the Corporation are maintained.
37. RESTRICTION: The Board of Directors cannot authorize non-routine expenditures over \$1000.00 without authority from a general meeting of the membership.
38. POWERS: The directors may exercise all such powers of the Corporation as are not by The Manitoba Corporations Act or by the by-laws required to be exercised by the members at general meetings and the directors shall furthermore have power to authorize expenditures on behalf of the Corporation and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to the employees and the directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation and the directors are expressly empowered,, from time to times to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, building and other property movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.
39. PRELIMINARY EXPENDITURES: The directors may authorize the payment of all expenditures incurred in setting up and registering the Corporation and all other expenses incidental to the formation of the Corporation, of which it considers preliminary.
40. RULES AND REGULATIONS: The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and affect only until the next general meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such general meeting of members shall at all times, and from that time, cease to have force and effect.

41. FURTHERANCE OF OBJECTS: The Board of Directors shall take such steps as they deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.
42. BORROWING: The directors may from time to time borrow money on the credit of the Corporation or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises or any money borrowed, or other debt or any other obligation or liability of the Corporation and the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

#### OFFICERS

43. DELEGATION OF POWERS: In the case of the absence of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may by resolution delegate all or any of the powers of such officer to any other officer or to any director for the time designated in such appointment.
44. ELECTION OF OFFICERS: The officers of the Corporation shall be elected annually by the Board of Directors as soon as may be convenient after each annual meeting of the Corporation and shall hold office during the ensuing year and until their successors are elected.
45. DIRECTORS: The President and Vice-President shall be directors of the Corporation, but the Secretary and Treasurer need not be directors and one person may hold more than one office.
46. PRESIDENT: The President shall be the chief executive officer of the Corporation and he shall preside when present at all meetings of the members of the Corporation and at all meetings of the Board of Directors and shall be ex-officio a member of all committees and

he shall be charged with the general management and supervision of the affairs and operations of the Corporation and shall present to the annual meeting of the members of the Corporation a report on the activities of the Corporation.

47. VICE-PRESIDENT: The Vice-President shall be vested with all the powers of the President and shall perform all of the duties of the President in the absence or inability to act of the President and shall have such other powers and duties (if any) as may be assigned to him by the directors.
48. SECRETARY: The Secretary shall attend all meetings of the members of the Corporation and of the directors and shall record upon the books and records of the Corporation the proceedings of the meetings of the members of the Corporation and of the directors at their respective meetings and he shall notify the members of the corporation and the directors of their respective meetings in accordance herewith and he shall keep accurate records of the names, addresses and telephone numbers of all the members, directors, divisions, associations and groups involved with the Corporation and he shall attend to all correspondence of the Corporation and shall circulate to the voting members and directors all minutes of meetings and orders of business prior to the next meeting and he shall work with any administrative employee of the Corporation to complete his assigned duties.
49. TREASURER: The Treasurer shall be the financial officer of the Corporation and shall receive and deposit in a bank or banks to be approved by the directors, all the monies of the Corporation and shall keep an accurate account thereof and he shall make disbursements subject to such regulations as may be determined from time to time by the directors and shall present the financial statement of the Corporation annually and report on the finances of the Corporation whenever requested by the directors.

#### BOOKS OF ACCOUNT

50. The books of account of the Corporation may be kept, either at the head office or at such other place as the directors may from time to time determine by resolution.

CHEQUES, DRAFTS AND NOTES.

51. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the Corporation and in such manner as the directors way from time to time designate.

FISCAL AFFAIRS AND AUDITS

52. FISCAL YEAR END: Unless otherwise stated the fiscal year of the Corporation shall end on the 31st day of December.
53. FINANCIAL STATEMENT: After the close of each fiscal year of the Corporation, the treasurer will produce a statement of the financial transactions of the Corporation for the preceding fiscal year and shall make an oral report to the annual meeting of the members of the Corporation. The books shall be available to any member upon request to the Treasurer.
54. DEPOSITS: All funds received by the Corporation shall be deposited in banks or depositories in the name of the Corporation and all withdrawals from such banks or depositories shall be made only by cheques of similar orders bearing two signatures authorized by the directors.
55. AMENDMENTS: Notwithstanding anything herein contained to the contrary, all of the preceding provisions may be amended by a two-thirds majority vote of the members present at an annual meeting provided that the Secretary has been informed in writing at least thirty days prior to the annual meeting of such amendment and the text of such amendment is distributed to all voting members fifteen days prior to that meeting.

INDEMNITIES TO DIRECTORS AND OTHERS

56. Every director or officer of the Corporation or other person who has undertaken or in about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless, out of the funds of the Corporation from and against:
- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought

or prosecuted against him for, or in respect of an act, deed, matter of thing whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own wilful neglect;

- (b) all other costs, charges and expenses, which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect.

DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE CORPORATION

57. Any profits which may accrue to the Corporation during the time it is in operation shall be used for the further attainment of the objects for which the Corporation is formed. In the event of the winding up of the affairs of the Corporation all the assets of the Corporation including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities shall be assigned, transferred and paid to a recognized charitable or non-profit organization determined by the Board of Directors prior to final dissolution.

INTERPRETATION

58. In all by-laws and special resolutions of the Corporation the singular shall include the plural, the plural the singular; the word "person" shall include firms and corporations, the masculine shall include the feminine. Whenever references are made in any by-law or any special resolution of the Corporation or to any statute or section thereof such references shall be deemed to extend and apply to any amendment or re-enactment or such by-law, statute or section thereof as the case may be.

DONE, PASSED AND ENACTED this 15<sup>th</sup> day of November, 2014 .

President

Secretary

