

P.E.I. HORSE COUNCIL INC.
CONSTITUTION AND BYLAWS
(AS AMENDED DECEMBER 2019)

PART 1: CONSTITUTION

ARTICLE I

NAME

1.1 The name of the organization shall be P.E.I. Horse Council Inc., otherwise referred to as Island Horse Council, and shall at all times be operated as a non-profit organization.

ARTICLE II

OBJECTIVES

2.1 The objectives of the P.E.I. Horse Council Inc. shall be:

- (a) To act as a governing body to serve all equine activities and equine interests with the exception of pari-mutuel racing in Prince Edward Island;
- (b) To promote the development of all aspects of horsemanship and equestrian activities whether they are competitive or recreational or otherwise;
- (c) To safeguard and promote the welfare of horses;
- (d) To establish a liaison and act as a representative of the members to all levels of government and national equestrian federations; and
- (e) To accept, receive and equitably distribute any donations, gifts or grants in support of these aims and objectives.

ARTICLE III

HEAD OFFICE

3.1 P.E.I. Horse Council Inc. shall be incorporated with its mailing address at 40 Enman Crescent, Charlottetown, Prince Edward Island C1E 1E6. The street address is 40 Enman Crescent, Charlottetown, Prince Edward Island, C1E 1E6.

ARTICLE IV

REMUNERATION

4.1 The Directors, Officers and Members of P.E.I Horse Council Inc. shall serve as such without remuneration:

(a) No Director, Officer or Member shall directly or indirectly receive any profit from his or her position.

(b) Directors, Officers and Members may be reimbursed related expenses while representing P.E.I. Horse Council Inc. on official business with board approval.

(c) Any and all payments made to a sitting member of the Board must be approved by The Board (and recorded in the minutes).

ARTICLE V

AMENDMENTS TO THE CONSTITUTION

5.1 Articles to this Constitution may be added to, amended or rescinded at any Annual General Meeting or Special Meeting of P.E.I. Horse Council Inc. by a special resolution of the members.

ARTICLE VI

DISSOLUTION

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

PART 2: BYLAWS

ARTICLE I

INTERPRETATION

1.1 Definitions – In this bylaw and all other bylaws and resolutions of P.E.I Horse Council Inc. unless the context otherwise requires:

“**Board**” means the Board of Directors of P.E.I. Horse Council.

“**Director**” means an individual appointed or elected to serve on the Board of Directors of P.E.I. Horse Council.

“**Member**” means an individual member of P.E.I. Horse Council.

“**Member Club**” means a member club of P.E.I. Horse Council.

“**Officer**” means an individual elected or appointed to serve as an Executive Officer of P.E.I. Horse Council.

“**Ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution.

“**Special resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

ARTICLE II

GENERAL

2.1 Fiscal year – The Fiscal year of the Corporation shall end on October 31st of each year or as otherwise set by the Board.

2.2 Accounting– The Treasurer at each Annual General Meeting shall present to the Membership, financial statements prepared by a Certified Professional Accountant for review.

2.3 Signing authority

(a) All cheques must be signed by any two of the following executive officers: President, Treasurer or Vice-President.

(b) No person shall be one of the two signatories authorizing a payment where that payment is payable to them.

2.4 Ambiguity – In the event of any ambiguity in any word or phrase of these bylaws, the Executive Officers shall rule.

2.5 Conduct of meetings

(a) Unless otherwise specified in these bylaws, Meetings of Members and Meetings of the Board of Directors will be conducted in accordance to Robert's Rules of Order.

(b) Minutes must be taken at all meetings of the organization.

(c) All decisions undertaken by the Executive officers are subject to final approval by The Board.

2.6 Invalidity of any provisions of these bylaws – The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

ARTICLE III

GOVERNANCE

3.1 Executive Officers – The Executive Officers of P.E.I. Horse Council shall be: a President, Vice-President, Past President, Treasurer, Secretary, a National Liaison Officer, and a Coaching Representative.

3.2 Duties of Elected Executive Officers

(a) **President:** The President 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.

(b) **Vice-President:** The Vice-President, in the absence of the President, shall assume all of the President's duties. If the President cannot complete the term, the Vice-President shall become the President for the remainder of the term.

(c) **Past President:** The former President shall serve as the Past President upon election of a new President.

(d) **Treasurer:** The Treasurer holds the funds deposited with them and pays them out on the order of P.E.I. Horse Council Inc. signed by the President, Vice-President or the Treasurer. They are required to make an annual report or at any time at the request of the President or Board

(e) **Secretary:** The Secretary is responsible for taking the minutes of all 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.

(f) **Equestrian Canada Liaison Officer:** The duties of the National Liaison Officer shall be as described in the Policy Manual.

(g) **Certified Equestrian Coaches of PEI Representative:** A Representative appointed to the Board by Certified Equestrian Coaches of PEI, a body which oversees all EC Learn to Ride and EC Coaching Programs in PEI.

3.3 Term of office of Executive Officers – The term of office for all elected Executive Officers shall be one (1) year. (Sitting Executive Officers are eligible for re-election.)

3.4 Election of Executive Officers:

(a) Prior to the Annual General Meeting, the Board shall appoint a nominating committee for the purpose of gathering nominations for Executive Officer positions as well as for the positions of Directors at Large and Media Representative.

(b) Executive Officers are elected annually at the Annual General Meeting by ordinary resolution, with the exception of the Coaching Representative who is appointed by 'Certified Equestrian Coaches of PEI'.

(c) Any member in good standing may be nominated from the floor.

(d) Any person nominated for a position as an Executive Officer shall disclose a known conflict of interest prior to the vote being held.

(e) Only the former President, upon election of a new President, shall fill the office of Past President.

(f) In the event of more than one nomination for any one position, the candidates running for that position shall be given a maximum of three (3) minutes to speak to the voting members prior to the vote being held. The candidate may decline to use this opportunity if they wish.

(g) In the event of a vacancy occurring, the Board shall appoint an individual to fill the term.

3.5 Composition of the Board of Directors – The Board of Directors shall be comprised of the following:

(a) One (1) representative from each Member Club appointed by the Member Club;

(b) Two (2) Directors at Large that are not a member of a member club;

(c) The Executive Officers as outlined in 3.1

(d) Media Representative

3.6 Ex-Officio Representative – The Board may appoint ex-officio representatives to the Board of Directors.

3.7 Election of Directors at Large – Directors at Large are elected at the Annual General Meeting by ordinary resolution.

3.7.1 Any member in good standing may be nominated from the floor.

3.7.2 In the event of more than two nominations, the candidates running for that position shall be given a maximum of three (3) minutes to speak to the voting members prior to the vote being held. The candidate may decline to use this opportunity if they wish.

3.7.3 In the event of a vacancy occurring, the Board of Directors may appoint an individual to fill the term.

3.8 Term of Directors at Large – The term of office for the Directors at Large shall be one year. (Sitting Directors are eligible for re-election.)

3.9 Employees – The Executive Officers may appoint or employ such persons as they deem necessary to carry out the work of the Board of Directors.

3.10 Removal of board member - The Board may remove any member of The Board/Executive for cause with a 2/3 majority vote.

ARTICLE IV

MEMBERSHIP

4.1 Types of membership:

(a) **Individual Member** – Any individual (in good standing) may join P.E.I Horse Council.

(b) **Family Membership** – Family members shall pay fees in accordance with the following:

I. Open to one or two adults and all children under the age of 18 residing at the same address on January 1st of the current year.

(c) **Member Club** – A non-profit club (in good standing) whose primary purpose or objective is concerned with horses or equine interests.

(d) **Affiliated Entity** – A non-profit or for-profit group whose main objective is connected with the main objectives of P.E.I Horse Council but is not a Member Club with voting privileges.

4.2 Membership fees – The Board shall determine the annual membership fees payable to P.E.I. Horse Council. The fee shall be approved by ordinary resolution at the Annual General Meeting.

4.3 Year – The membership year of P.E.I. Horse Council will be January 1st – December 31st.

4.4 Individual Member in Good Standing – An individual member is in good standing where:

- (a) The individual member has paid membership fees or other required fees to the P.E.I. Horse Council; and
- (b) The member is not suspended or their membership has not been revoked.

4.5 Member Club requirements – The Board will consider and may approve any application for membership made by any organized, non-profit group having a constitution whose main objective is horses or any other equine interest, as outlined in Part 2, Article 4.1(b) upon:

- (a) Presenting the Board with a copy of its constitution;
- (b) Purchasing and providing proof of insurance acceptable to the Board;
- (c) Paying an annual membership fee as set by the Board for a member club; and
- (d) Providing the Board with financial statements, a list of current executive and current name of P.E.I. Horse Council Inc. representative and alternate.

4.6 Member Club in good standing – A member club is in good standing where:

- (a) The member club has paid its membership fees or other required fees to the P.E.I. Horse Council; and
- (b) Has provided the Board annually with any constitutional changes, financial statements, and names of its current Executive and IHC Board of Directors representative and alternate.

4.7 Affiliated Entity requirements – The Board will consider and may approve any application for membership made by any organized, non-profit or for-profit group whose main objective is connected with the main objectives of P.E.I Horse Council upon:

- (a) Purchasing and providing proof of insurance acceptable to the Board.

4.8 Affiliated Entity in good standing – An Affiliated Entity is in good standing where:

The affiliated club has provided proof of insurance acceptable to the Board.

4.9.1 Withdrawal of Affiliated Entity – If an Affiliated Entity has not provided proof of acceptable insurance by January 1st of each year the Affiliated Entity is considered to have withdrawn its membership.

4.9.2 In this case, the name of the Affiliated Entity is removed from the membership of P.E.I. Horse Council Inc. and the Club is considered to have ceased being an Affiliated Entity.

ARTICLE V

Suspension or Revocation of a membership (any category)

**In this section (Article V) "Member" shall refer to Individual, Family, Club or Affiliated Entity as applicable.*

5.1 Suspension or revocation of a Membership – The Board may, at their discretion, suspend a membership for a period of time deemed fit for one or more of the following reasons:

- (a) If the Member has failed to abide by the bylaws, or policies of P.E.I. Horse Council Inc.
- (b) If the Member has disrupted meetings or functions of the P.E.I. Horse Council Inc.
- (c) If the Member has conducted themselves in a manner that is harmful to P.E.I. Horse Council Inc.

5.2 Meeting to discuss suspension or revocation –A Hearing Panel (appointed by The Board as outlined in the Policy Manual) shall hold a meeting to address the suspension or revocation of a membership. The affected member will have an opportunity to appear before the Panel to address the matter. The affected member may address the matter in writing or orally at the meeting.

5.3 Notice to affected Member – The Panel shall send the affected written notice by mail ten (10) days in advance of a meeting to discuss suspension or revocation. The notice shall state the grounds for considering a suspension or revocation of membership.

5.4 Quorum – All Hearing panel members shall constitute a quorum at a meeting to deal with the suspension or revocation of a membership.

5.5 Decision regarding suspension or revocation of membership – A decision to suspend or revoke a membership requires a special resolution of the Board. The Board shall provide a written decision within ten (10) days of the meeting. This decision shall include the reasons for suspension or revocation and if/when, and the terms on which the membership will be reinstated

ARTICLE VI

MEETINGS OF MEMBERS

6.1 Annual General Meeting – The Annual General Meeting of P.E.I. Horse Council shall be held within ninety (90) days of the organizations Fiscal year end each year.

6.2 Special Meetings – The Board may at any time call a special meeting of the members for the transaction of any business, which may be properly before the members. The Board shall call a special meeting upon written request of the members carrying not less than ten percent (10%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

6.3 Notice – Written notice must be given no less than twenty-one (21) days before of Special Meetings and Annual General Meetings. The Notice shall include the date, time and location of the meetings and any special business requiring a special resolution.

6.4 Quorum – A minimum of fifteen (15) members and two (2) executive officers present shall constitute a quorum.

6.5 Voting rights – Individual members shall have one vote each at all Meetings of the Members.

6.6 Majority of votes – Except as otherwise provided for in these bylaws, the majority of votes cast will decide each issue. In the case of a tie, the President (or designate) shall cast the deciding vote.

6.7 Agenda for the Annual General Meeting:

- (a) Call to Order
- (b) Approval of Agenda
- (c) Minutes of the previous AGM
- (d) Approval of Minutes of previous AGM
- (e) Business arising from the minutes
- (f) President's report
- (g) Treasurer's report
- (h) Evaluate member club dues
- (i) Evaluate individual membership fees
- (j) Member club reports
- (k) Committee Reports
- (l) Other business
- (m) Report of the Nominating Committee
- (n) Election of Officers
- (o) Introduction of New Executive Officers
- (p) Adjournment.

6.8 Closed meetings – Meetings of the members will be closed to the public except by invitation of the President.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

7.1 Meetings of the Board of Directors – Meetings of the Board of Directors shall be called a minimum of three (3) times a year at a time and place as determined by the President.

7.2 Club representation – Any club failing to have representation at two (2) consecutive meetings in any given year may be required to replace its representative within thirty (30) days.

7.3 Notice – Written notice of Meetings of the Board of Directors, served other than by mail, shall be given to all Directors at least seven (7) days prior to the scheduled meeting. Where notice of a meeting of the Board of Directors is served by regular mail, it shall be sent at least fourteen (14) days prior to the scheduled meeting.

7.4 Quorum – A majority of the Directors shall constitute a quorum at a Meeting of the Board of Directors.

7.5 Voting rights – Each Member Club shall be entitled to one vote. Each Director at Large shall be entitled to one vote. Each Executive Officer shall be entitled to one vote, except the President who shall only cast a deciding vote

7.6 Majority vote – Except as otherwise provided in these bylaws, the majority of votes will decide each issue. In the case of a tie, the President (or designate) shall cast the deciding vote.

ARTICLE VIII

COMMITTEES

8.1 Committees – The Board may from time to time appoint any committee as it deems necessary or appropriate for managing the affairs of P.E.I. Horse Council Inc. business and may delegate to any committee any of its powers, duties and functions as the Board sees fit.

8.2 Standing committees - SEP (Strathgartney Equestrian Park)

8.3 Terms of reference – The Board may establish the terms of reference and operating procedures for all committees.

8.4 Removal – The Board may remove any member of any committee.

ARTICLE IX

NOTICE

9.1 Written notice – In these bylaws, written notice will mean notice that is hand delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer or Member, as applicable.

9.2 Non-receipt of such notice by any member(s) shall not invalidate any proceedings or purpose affected by said notice.

ARTICLE X

PROTECTION OF OFFICERS, DIRECTORS AND OTHERS

10.1 Standard of care – Every Director and Executive Officer of P.E.I Horse Council Inc., in exercising such person's duties, shall act honestly and in good faith with a view to the best interests of the P.E.I. Horse Council Inc. and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Executive Officer of the P.E.I. Horse Council shall comply with the Constitution and the bylaws.

10.2 Limitation of liability – Provided that the standard of care required of the Director or Executive Officer under the bylaw has been satisfied, the Director or Executive Officer shall not be personally liable for any mistake of judgment, negligence or any acts or omissions.

10.3 Indemnity – The P.E.I. Horse Council Inc. shall indemnify and hold harmless the Directors and Executive Officers from all expenses or liability arising out of their position.

ARTICLE XI

AMENDMENT OF BYLAWS

11.1 The Board may, by ordinary resolution, make, amend or repeal any bylaw in these bylaws. Where an ordinary resolution is passed, the Board must call a Special Meeting or present the motion (with proper notice) at the AGM where the bylaw, amendment, or repeal must be confirmed, rejected or amended by special resolution of the members.

11.2 If the bylaw, amendment, or repeal is confirmed, or confirmed as amended by the Members, it shall be effective on the date of the resolution and in the form in which it is passed.

11.3 The bylaw, amendment, or repeal does not take effect if the Members at the Special Meeting reject it.

ARTICLE XII

DISSOLUTION

12.1 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.