

**BY-LAWS
OF
EQUESTRIAN NOVA SCOTIA
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BE IT ENACTED as a by-law of Equestrian Nova Scotia as follows:

**SECTION ONE
GENERAL**

1.1 Purpose

These By-laws relate to the general conduct of the affairs of the Equestrian Nova Scotia (ENS), a Society incorporated under the Nova Scotia Societies Act.

1.2 Definitions

In these By-laws:

- a) *Act* means the Societies Act, an Act to provide for the incorporation of non-profit societies;
- b) *Annual General Meeting* means the annual general meeting of ENS contemplated under Section 19 of the Act.
- c) *Auditor* means an individual/firm appointed by the Board to perform an assurance engagement of the books, accounts, and records of the Society;
- d) *Board* means the Board of Directors of ENS.
- e) *By-law* means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- f) *Committee* means a committee established by the Board pursuant to Section 4.15;
- g) *Director* means an individual elected or appointed to serve on the Board pursuant to these By-laws;
- h) *ENS* means the Equestrian Nova Scotia;
- i) *Officer* means an individual appointed to serve as an Officer of Equestrian Nova Scotia pursuant to these By-laws;
- j) *Registrar* means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- k) *Special Meeting* means a meeting of Members described in Section 3.3
- l) *Special Resolution* has the meaning assigned to it by the Societies Act of Nova Scotia as amended from time to time.

1.3 Registration

ENS will be incorporated and operated as a volunteer, nonprofit Society under the Act. For the purposes of registration, the number of members of ENS is unlimited.

1.4 Head Office

The Board of Directors of ENS may establish from time to time such other offices and agencies elsewhere within Nova Scotia, as they may deem expedient.

1.5 Corporate Seal

ENS has a corporate seal and may be changed by resolution of the Directors.

1.6 Conduct of Meetings

Unless otherwise specified in the Act or these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.7 Headings

The headings used in the By-laws are inserted for convenience or reference only.

SECTION TWO MEMBERSHIP

2.1 Membership Rights and Responsibilities

ENS is ultimately accountable to the Members of ENS.

2.2 Categories of Membership

ENS has the following categories of membership:

- a) *Junior Individual Member* is such until the end of the year in which they turn 18 years of age;
- b) *Adult Individual Member* is such after which a member turns 19 years of age;
- c) *Family Members* is defined as spouses and/or the junior aged children of either/both parents – Juniors are 18 years of age and under. Spouses may include those who are cohabitating, but not married by law; those who are married, but do not use the same surname; legal guardian(s) of a junior aged Member;
- d) *Club Members* being non-profit equine or equestrian associations in Nova Scotia, that support the aims and objectives of ENS;
- e) *Honorary Members*, being those persons or organizations elected to Honorary Membership by the Board of Directors.

The Board of Directors may, from time to time, by resolution:

- a) Establish for each class of membership, other than Honorary Members, annual dues to be paid by members as condition of membership;
- b) Prescribe different annual dues for different classes of membership;
- c) Prescribe in each fiscal year a deadline for payment of dues after which any Member who has not paid the prescribed annual dues shall forfeit membership in ENS.

2.3 Qualification for Membership

The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and no others, shall be members of ENS.

The Secretary of ENS will maintain a Register of Members in accordance with the Societies Act and the following information will be entered:

- a) The full name and address of every Member;
- b) The class of membership of each Member;
- c) The date on which Member ceases to be a member.

For the purposes of registration, the number of members of ENS is unlimited.

2.4 Admission of Members

There will be admitted to membership in ENS any person, society, association or organization who falls within one of the classes of membership prescribed as follows;

- a) Pays or has paid the prescribed annual dues;
- b) Is approved for membership by the Board of Directors; and/or
- c) In addition to the points above, the Board of Directors may admit to membership in ENS any other person, society, organization or association who or which, in the opinion of the Board, would be suitable for membership in ENS.

Individual Members and Clubs/Associations must apply for admission to ENS

2.5 Membership Duration and Dues

Year

Unless otherwise determined by the Board, the membership year of ENS shall commence annually on the 1st of January and shall run until the 31st day of December.

Duration

Membership is accorded on an annual basis as determined by the Board, and all Members will re-apply for membership each year.

Dues

Membership dues for all categories of Membership will be determined by the Board.

2.6 Transfer of Membership

Membership in ENS will not be transferrable.

2.7 Member in Good Standing

Member in Good Standing is defined as:

- a) Whereby a membership application has been received;
- b) A Member has complied with the By-laws, policies and rules of ENS;
- c) A Member is not subject to Equestrian Nova Scotia /Equestrian Canada disciplinary action;
- d) A Member has not been convicted of an offence under any legislation relating to the breeding, registration, or welfare of animals;
- e) A Member has not been convicted of other serious offences as determined by the Board of Directors.

2.8 Withdrawal and Termination of Membership

Membership in ENS will cease if a Member:

- a) Dies;
- b) Resigns their membership by notice in writing to ENS; or
- c) Ceases to qualify for membership in accordance with these by-laws.

The Board of Directors may, by resolution passed by not less than 75% of the Directors present and entitled to vote at a general or special meeting of the Directors, request any Member to resign from ENS; will mail to the Member in question a copy of the request by registered mail at the address last entered for the Member in the Register of Members. The Member concerned may, within thirty (30) calendar days of the date of such resolution, request a hearing on the matter before the Board of Directors. In the circumstance, the Directors will be notified at least fourteen (14) calendar days in advance of the date and place of the hearing.

If the Member concerned, fails to resign or request a hearing within thirty (30) calendar days of the date of the original resolution, the Secretary will, without further notice, cancel the membership of the Member.

The Secretary will remove from the Register of Members any Member who has failed to pay the prescribed annual dues on or before the date determined for such payment by the Board of Directors.

SECTION THREE MEETING OF MEMBERS

3.1 Types of Meetings

Meetings of Members will include the Annual General Meeting and Special Meetings.

3.2 Annual General Meeting

Within 8 months of the fiscal year end, an Annual General Meeting of Members will be held, when the Membership will be acquainted with the activities of the Board of Directors over the past year, financial matters, and plans under consideration. The members may make recommendations for consideration by the Board of Directors.

Notice of the Annual General Meeting of members will be made not less than 14 calendar days prior to the Annual General Meeting, specifying the place, day and hour of the meeting, and the nature of such business, shall be given to every member by ordinary mail, electronic mail or public notice.

At each Annual General Meeting of ENS, the following items of business will be dealt with and will be deemed ordinary business:

- a) Call to order including declaration of quorum;
- b) Approval of agenda
- c) Consideration of and approval of minutes of previous meeting;
- d) Business Arising;
- e) Reports of officers and committees;
- f) Consideration and approval of financial statement;
- g) Other reports;
- h) New business including: resolutions; amendments to the By-laws; elections; and plans;
- i) Adjournment.

This order of business may be suspended or varied at any meeting by a majority of voting members present.

3.3 Special Meetings

Special Meetings of Members of ENS may be called at any time by resolution of the Board of Directors and will be called by the Directors if requisitioned in writing by at least 25% of the members of ENS. Not less than 14 calendar days' prior notice of a Special Meeting, specifying the place, day and hour of the meeting, and, in case of special business, the nature of such business, shall be given to every member by ordinary mail, electronic mail and/or public notice.

3.4 Quorum

At any Annual General or Special Meeting of Members, a quorum will consist of sixteen (16) eligible voters from the general Membership.

If within 15 minutes from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, will be dissolved. In any other case, it will stand adjourned to such time and place as a majority of Members then present will direct and if at such adjourned meeting a quorum is not present, it will be adjourned sine die.

3.5 Voting Rights of Members

At all meetings of ENS, each Individual Member or one Family Member of at least 19 years of age will have one vote and no more, and every question will be determined by a majority of votes unless otherwise specifically provided for in these By-laws or in the Societies Act.

Honorary Members do not normally attend meetings of ENS, and have no vote.

3.6 Chair of Meeting

The President of ENS will preside as Chairperson at every general or special meeting of ENS.

If the President is not available, the Vice President shall preside as Chairperson.

If neither the President nor the Vice President is present or available, the members present shall choose someone of their number to be Chairperson of the meeting.

3.7 Voting at Meetings of Members

Proxy Voting

Proxy voting will not be allowed at any meeting of ENS.

Votes to Govern

At any general or special meeting, unless a poll is demanded by at least three Members, a declaration by the Chairperson that a Resolution has been carried, and an entry to that effect in the minutes of the proceedings of ENS will be sufficient evidence of the fact, without proof of the number or proportion of the Members recorded in favour of or against such Resolution.

If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe, and the result of such poll shall be deemed to be the Resolution of ENS in any general or special meeting.

The Chairperson will not vote at a general or special meeting except in the case of an equality of votes in which case they will have a casting vote.

3.8 Adjournment

The Chairperson may, with the consent of the meeting, adjourn any annual general or special meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting which was adjourned, unless notice of such new business is given to the members.

SECTION FOUR GOVERNANCE

4.1 Election and Term

The Board of Directors will be comprised of Adult Individual Members of ENS, elected by the Membership as follows:

To preside for a two-year (2) staggered term, not exceeding two consecutive terms:

- a) Director of Competitions;
- b) Director of Education
- c) Director of Recreation
- d) Safe Sport Officer
- e) Director of Equine Industry

To preside for a three-year (3) staggered term, not exceeding two consecutive terms,

- a) Six (6) Directors at Large, where at each Annual General Meeting, two (2) Directors-at-large are elected.

4.2 Qualification

Any Voting Adult Member in good standing of ENS will be eligible to be elected a Director of ENS.

4.3 Management of ENS

The management of the activities of ENS will be vested in the Directors of ENS who, addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by ENS and are not hereby or by the Societies Act expressly directed or required to be exercised or done by ENS in General Meeting.

4.4 Vacation of Office

In the event that a Director resigns their office by delivering a written resignation to the Secretary of ENS, or dies, their office as a Director shall ipso facto be vacated and the vacancy, thereby created, may be filled by appointment or election for the remaining portion of their term by the Board of Directors from amongst the remaining Voting Adult Members of ENS.

4.5 Removal of Directors

A Director may be removed by Resolution of the Board or by Special Resolution of the voting Members in a Meeting of the Members, provided the Director has been given fourteen (14) calendar days' notice and the opportunity to be present and to be heard at the meeting where a Resolution or Special Resolution is put to a vote.

4.6 Calling of Meetings

Meetings of the Board of Directors may be called on the direction of the Chair and will be held at least quarterly and as often as the business of ENS may require. A meeting of the Directors may be held at the close of any General meeting of members of ENS, without notice. Notice of all Directors Meetings, including the Annual Directors Meeting, specifying the time and place thereof will be given either orally or in writing to a Director within a reasonable time before the meeting is to take place, but non-receipt of any Director of such notice will not invalidate the proceedings of any meeting of the Board of Directors of ENS.

4.7 Chairperson

The President of ENS, or in their absence, the Vice President, or in their absence, any Director appointed from amongst the Directors present will preside as Chairperson at meetings of the Board.

4.8 Quorum

Quorum will consist of 50% plus 1 of the total number of Directors of the Board.

No business will be transacted at any meeting of the Board of Directors of ENS unless a quorum is present at the commencement of such business.

4.9 Votes to Govern

Each Director, with the exception of the President, is entitled to one vote. Voting will be by a show of hands, orally, or by email unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is only entitled to vote in the event of a tie.

4.10 Meetings by Telecommunications

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director is unable to attend a meeting may fully participate by telephone or other telecommunications technology are considered to have attended the meeting.

4.11 Declaration of Interest

It will be the duty of every Director of ENS who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with ENS to declare such interest to the extent, in the manner and at the time required refrain from voting with respect to the contract or arrangement or proposed contract or proposed arrangement.

4.12 Conflict of Interest

Directors who have, or could reasonably be seen to have a conflict of interest have a duty to declare this interest. The declaration should be made to the Members (a) upon nomination, and (b) if serving as a Director, when the possibility of a conflict is realized.

A conflict of interest does not prevent a person from serving as a director if they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

4.13 Remuneration

All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of approved expenses.

4.14 Committees and Regulations

The Board of Directors may appoint such committees and may prescribe such regulations not inconsistent with these By-laws to the management and operation of ENS as they deem expedient, provided that any such regulation will have force and effect only until the next Annual General Meeting of the Members of ENS when they will be confirmed, and, in default of confirmation of at such Annual Meeting of Directors, will at and from that time cease to have force and effect.

The Board of Directors will have a Finance and Governance committee, and they appoint other standing committees, as they deem necessary.

Each such committee will discharge the function prescribed by the Board of Directors in its terms of reference. Each committee will report all action at each meeting of the Board of Directors.

SECTION FIVE OFFICERS

5.1 Election of Officers

The Officers of ENS, each of whom will be a Director of ENS, are the Immediate Past President, the President, the Vice-President, a Treasurer, and a Secretary, or Secretary-Treasurer, who will be elected by the incoming Board of Directors immediately following the AGM.

The Immediate Past President will hold office for one year only and the Treasurer and Secretary will hold office for a one-year term; the President and Vice President will hold office for a two-year term, not to exceed two consecutive terms.

5.2 Duties of Officers

The duties of Officers are as follow:

President

The President will preside as Chairperson at all general meetings of ENS and of the Board of Directors. The President will perform such other duties as the Board of Directors may prescribe from time to time. They see that all orders and resolutions of the Board are carried into effect and they or a Vice-President with the Secretary or other officer appointed by the Board for the purpose will sign all By-laws and other documents requiring the signature of the officers of ENS and will authenticate the corporate seal. The President will be an ex-officio member of all committees and will appoint approve the Chairperson of all Committees.

Vice-President

The Vice-President as determined by the Board from time to time will, in the absence or disability of the President, perform the duties of the President and the Board will from time to time impose such duties as upon them.

Secretary

The Secretary will ensure that either they, or failing them, a designated substitute Secretary, will attend all session of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose. The secretary will give or cause to be given notice of all meetings of the Board of Directors, and will perform such duties as may be prescribed by the Board of Directors or President, under their supervision. The secretary will be the custodian of the seal of ENS.

The Secretary will ensure the filing of the annual requirements with the office of the Registrar, and with the Registrar (a) within fourteen (14) calendar days of their election or appointment, a list of Directors with their addresses, occupations and dates of appointment or election; and (b) a copy of every special resolution within fourteen (14) calendar days after the resolution is passed.

Treasurer

The Treasurer will oversee all financial affairs of ENS, including preparation of the annual budget. The Treasurer will review all financial reports on a monthly basis and will make regular reports to the Board of Directors. They will ensure that expenditures are within the budget approved by the Board of Directors.

5.3 Removal of Officer

An Officer may be removed by Resolution of the Board or by Special Resolution of the voting Members in a Meeting of the Members, provided the Officer has been given fourteen (14) calendar days' and the opportunity to be present and to be heard at the meeting where a Resolution or Special Resolution is put to a vote.

SECTION SIX FINANCE AND MANAGEMENT

6.1 Fiscal Year

The fiscal year of ENS will be March 31 of each year.

6.2 Bank

The banking business of ENS will be conducted at a financial institution designated by the Board.

6.3 Auditors and Financial Statements

The Auditor of ENS will be appointed bi-annually at the Annual Directors' Meeting of ENS. Such auditor will be instructed to review the accounts of ENS and will hold office until the next Annual Directors' Meeting of ENS provided that the Directors may fill any vacancy in the office of auditor. The Board of Directors will fix the remuneration of the auditor.

The financial statements will be audited on a periodic basis as deemed necessary by the Board of Directors.

At the Annual General Meeting of Members, the Board of Directors will make available for the Members, copies of the financial report, showing the general particulars of the liabilities and assets of ENS, together with a statement of income and expenditure in the preceding year.

A copy of this report will be filed with the Registrar within 14 days after the Annual General Meeting of the Members in each year, in accordance with Section 19 of the Societies Act, signed by two ENS Directors.

6.4 Books and Records

Custody of the books and records and the minutes of all meetings of ENS and of the Board of Directors will be the responsibility of the Secretary.

The books and records of ENS may be inspected by any member during business hours, with the exception of the seven (7) business days prior to the ENS Annual General Meeting, at the registered ENS office.

Minutes of the proceedings of all meetings of the Directors and of the Members of ENS, if purporting to be signed by the Chairperson of the meeting or the Chairperson of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

6.5 Signing Authority

All written agreements and financial transactions entered into in the name of ENS will be signed by two of the following: President, Treasurer, or Executive Director. The Board may authorize other persons to sign on behalf of ENS.

6.6 Property

ENS may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other real or personal property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.7 Borrowing

In accordance with The Societies Act, ENS may borrow over \$60,000, as approved by Special Resolution of the voting Members at the Annual General Meeting or Special Meeting.

SECTION SEVEN INDEMNIFICATION

7.1 Will Indemnify

ENS will indemnify and hold harmless out of the funds of ENS each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

7.2 Will Not Indemnify

ENS will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

7.3 Insurance

ENS will, always, maintain in force such Directors' and Officers' liability insurance as will be approved by the Board of Directors.

SECTION EIGHT AMENDMENT OF BY-LAWS

8.1 Repeal and Amendment

These By-laws may only be amended, revised, repealed or added to by Special Resolution duly passed by a 3/4 majority vote of eligible members at an Annual General Meeting or Special Meeting. Upon 3/4 majority affirmative vote, any amendments, revisions, additions or deletions will be effective upon approval of the Registrar.