

SASKATCHEWAN HORSE FEDERATION INC.

CONSTITUTION

1. **NAME:** This association shall be known as "Saskatchewan Horse Federation Inc.". It shall hereinafter be referred to as "the Federation".

2. OBJECTIVES OF THE FEDERATION:

- 2(1) Without limiting its activities, the Federation will seek to achieve the following objectives:
 - (a) To provide leadership among recognized equine and equestrian organizations in Saskatchewan that each may be helped to achieve the highest level of success for its members.
 - (b) To co-ordinate the activities of the recognized equine and equestrian organizations in Saskatchewan so that duplication of effort and conflict of purpose may be avoided.
 - (c) To provide liaison with similar equine counsels and Equine Canada (the Canadian Equestrian Federation).
 - (d) To serve as an educational medium for its members by distributing information relative to the horse industry and equestrian activities by bringing speakers of authority to meetings of the Federation, and by organizing seminars and clinics.
 - (e) To serve as a medium through which the provincial government and other agencies may make funds available to support equine and equestrian organizations and activities in Saskatchewan.
 - (f) To raise the standards of care, of handling, and of working horses in Saskatchewan.
- 2(2) In working towards the achievement of these objectives, the Federation will:
 - (i) Promote the breeding and raising of better quality horses in Saskatchewan;
 - (ii) Promote and encourage more equestrian activities, especially among young people;
 - (iii) Promote equestrian shows and competitions in Saskatchewan and strive to raise the performance standards therein.

3. MEMBERSHIP:

3(1) Any individual, and any club, organization, business or educational institution that seeks to advance and participate in the objectives set forth in Article 2 above may apply to the Federation for membership.

(a) Clubs and organizations shall hold corporate membership status;

(b) Individuals shall hold individual membership status;

(c) Business and educational institutions which provide sponsorship services and financing to the Federation shall hold sustaining membership status.

(d) Individuals may be nominated to Honorary Life Membership.

3(2) Membership may be continued for so long as the annual membership dues are paid and members continue to further the aims, purposes and objectives of the Federation.

3(3) New memberships shall be approved by the Board of Directors of the Federation at their regular meetings.

3(4) The Board of Directors may from time to time nominate Honorary Life Membership.

3(5) Honorary Life Members shall be elected and approved by a 2/3 majority of the Board of Directors by ballot and accepted by a 2/3 majority of the Membership by ballot at the annual meeting of the S.H.F. This distinct status is for members selected for their special contributions and achievements in the Equestrian and (or) horse activities in the province. Honorary Life Members will have their annual fee costs born by the Federation and they will have Individual members' voting privileges. Honorary Members will at all times be subject to the provisions of Article 5, Revocation of Membership.

4. MEMBERSHIP DUES:

4(1) Membership dues for each class of membership shall be payable annually and shall be in such an amount as the Board of Directors may by resolution establish from time to time.

4(2) If the Board of Directors makes any change in the membership dues in any given year members of the Federation shall be advised of the change 14 days prior to the annual meeting.

4(3) Membership dues shall be due December 31st of the year prior to the membership year, and shall cover the calendar year.

4(4) Members resigning from the Federation shall not be entitled to a refund of fees.

- 3 -

5. REVOCATION OF MEMBERSHIP:

5(1) The Board of Directors may by resolution cancel any member's membership in the Federation, where, in the opinion of the Board of Directors, that member has conducted itself or him or herself in a fashion which undermines the objectives, aims and purposes of the Federation.

5(2) Any member who is subject to potential cancellation of membership shall be advised by the Board of Directors thereof, and the reasons therefore, in writing.

5(3) Any member who has been advised by the Board of potential revocation of his membership shall have 30 days within which to make written submissions to the Board giving reasons why his membership should not be revoked.

5(4) The Board of Directors shall consider the written submissions of the affected member. In the event that the Board of Directors concludes that revocation of membership is nevertheless warranted, the affected member will be given an opportunity to respond verbally at a special meeting of the Board of Directors to be held no later than 45 days after notice of potential revocation of membership was provided to the member.

5(5) A two-thirds majority vote by the Board of Directors is required to revoke a membership.

6. OFFICERS OF THE FEDERATION:

6(1) The Officers of the Federation shall include:

- (i) Immediate available Past President of the Federation;
- (ii) President of the Federation;
- (iii) Vice-President (Administration/Finance);
- (iv) Vice-President (Grassroots);
- (v) Vice-President (Sports Programming);
- (vi) Vice-President (Marketing); and
- (vii) Secretary.

6(2) The officers of the Federation shall be elected annually by the Board of Directors as soon as may be convenient after the annual meeting of the Federation and shall hold office during the ensuing year or until their successors are duly elected. The

officers of the Federation shall constitute the Executive Committee. No person shall hold the office of President, Vice-President or Secretary for more than 6 consecutive years.

- 4 -

6(3) The officers of the Federation shall be entitled to hire such persons upon such terms respecting remuneration and otherwise, as the Board of Directors in its discretion considers appropriate for the effective functioning of the Federation.

6(4) No Director of the Board shall receive remuneration for his or her services as Director but the Board may by resolution authorize payment to members for out-of-pocket expenses incurred in the furtherance of the affairs of the Federation in accordance with an expense schedule approved by the Board of Directors.

7. DUTIES OF OFFICERS:

7(1) **President** - The President shall be the chief executive officer of the Federation and shall preside at all meetings of the Federation, the Board of Directors and the Executive Committee. He or she shall conduct meetings in accordance with the rules of procedure established by the Board of Directors. He or she shall ensure that the decisions of the Federation, the Board of Directors and the Executive Committee are carried into effect.

7(2) **Past President** - The immediate available Past President shall attend all meetings of the Federation, the Board of Directors and the Executive Committee and shall perform such duties as the Executive Committee may assign to him.

7(3) **Vice-President(s)** - All Vice-Presidents shall serve on the Executive Committee. In the absence of the President at a board meeting or an Executive Committee meeting, the Board, or the Executive Committee shall by show of hands appoint a Vice-President to act in the place and stead of the President for the duration of that meeting. In addition, specific responsibilities shall be assigned and designated to each of the four Vice-Presidents:

(i) **Vice-President, Administration/Finance** - shall be appointed as Federation Treasurer, and shall have custody of all funds of the Federation and shall be responsible for their safe-keeping and proper disbursement. The Vice-President, Administration/Finance shall prepare budgets in a form, and of a kind as required from time to time and as directed by the Board of Directors. The Horse Industry committee shall be the direct responsibility of this office.

(ii) **Vice-President, Grassroots** - shall have direct responsibility for developmental programmes of the Federation in dealing with the needs of the corporate member structure of the Federation and in increasing participation in horsemanship activities throughout the province. The provincial Heritage Show Circuit and the Provincial championship show shall be his or her direct responsibility.

(iv) Vice-President, Marketing - shall have direct responsibility for the marketing and promotional activity of the Federation and shall be specifically responsible for the publication of the Federation's newsmagazine, presently entitled "Show Trail".

- 5 -

(v) Vice -President, Sports Programming - shall have direct responsibility for all programs which contribute to the development of the sport. The High Performance Program, the Olympic/World disciplines' development and the National Coaching Certification Program shall be the direct responsibility of this office.

7(4) Secretary - The Secretary shall keep all records of the Federation, the Board of Directors and the Executive Committee. He or she shall record minutes of all meetings of these three bodies, and shall distribute them as directed to all members of the respective groups. He or she shall also be responsible for the official correspondence respecting these three bodies.

8. BOARD OF DIRECTORS:

8(1) The Board of Directors shall be comprised of 13 persons each holding valid Individual membership status with the Federation.

8(2) Directors of the board shall be elected by the members of the Federation at the annual meeting of the Federation.

8(3) The immediate available Past President of the Federation shall be entitled to attend meetings of the Board of Directors and shall have a vote thereat but shall not be included in the maximum of thirteen directors.

8(4)1 A single Director-at-Large shall be elected for a one year term.

8(4)2 To maintain the continuity of the Board of Directors, commencing in 1992, six members shall be elected to the board for a one year term, and six members shall be elected to the board for a two year term. Thereafter, and from year to year, at each annual meeting, six members shall be elected to the board for a two year term.

8(5) In the event of resignation, incapacity, removal or death of a Director during his or her term, the Board of Directors may by resolution nominate any person holding a valid Individual membership status with the Federation to act in the place and stead of the previous director, and to hold office until expiry of that previous Director's term.

8(6) No individual shall be elected to the Board of Directors for a fourth successive term in office.

8(7) The office of a Director shall be vacated:

(i) If a director shall resign his office by delivering a written resignation to the Secretary of the Federation;

(ii) If, at a special meeting of members or at a special meeting of directors called for that purpose, a resolution is passed by three-quarters of those present at the meeting that he or she be removed

from office;

- (iii) Upon death or physical or mental infirmity which renders the director incapable of performing his or her duties;

- 6 -

- (iv) If a director fails to attend 50% of the designated Board of Director's meetings.

8(8) A majority of the elected members of the Board of Directors shall constitute a quorum.

8(9) The Board of Directors shall meet at least four times each year for the purpose of establishing policies relating to the purposes and work of the Federation and for the dispatch of business related thereto. One of these meetings shall be held immediately before and another immediately after the annual meeting.

8(10) The Board of Directors may by resolution appoint honorary directors who shall be entitled to attend meetings of the Board of Directors but shall not have a vote thereat, and shall not be included in the maximum of 13 directors.

8(11) The Saskatchewan Directors of the Canadian Equestrian Federation shall be elected annually by the Directors of the Federation, at their first meeting following the elections at the annual meeting or as soon thereafter as is conveniently possible.

8(12) The President of the Federation shall be the Chairman of the Board of Directors. The Board may name such committees and appoint such officials as are necessary to achieve the purposes and objectives of the Federation.

8(13) The corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the corporation's request as a director or officer and his or her heirs and successors against any and all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a director or officer of the Federation if:

- (i) He acted honestly and in good faith with a view to the best interests of the Federation; and
- (ii) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

8(14) The corporation may purchase or maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

9. EXECUTIVE COMMITTEE:

9(1) The Executive Committee shall be the officers of the Federation.

9(2) The Executive Committee shall, during those times of the year when the Board of Directors is not in session, have the same powers as the Board and shall by its actions and decisions bind the Board until it next meets.

- 7 -

9(3) The Executive Committee shall implement the decisions of the Board and of the Federation.

9(4) The Executive Committee shall have the power to initiate activities that will further the objectives of the Federation.

9(5) The majority of the elected members of the Executive, one of whom shall be the President, or a Vice-President, shall constitute a quorum.

10. NOMINATING COMMITTEE:

10(1) The Board of Directors shall, in each year, strike a nominating committee for the purposes of selecting a slate of individual members to be put forward for election to the Board of Directors at the annual meeting.

10(2) The nominating committee shall consist of the Immediate Available Past President, one Vice-President, and an individual member of the Federation in good standing who is not a member of the Board of Directors. If the Past President is not available, a second Vice-President shall stand in his or her place.

10(3) Individual members may nominate individual members to the Board of Directors by providing to the offices of the federation written notice of the nomination together with the written assent of the nominee on or before December 1 of the year immediately preceding the annual meeting.

10(4) The nominating committee shall make its recommendations, giving consideration to regional and interest group representation and expertise required, together with any additional nominations received to the Board of Directors at least 21 days before the annual meeting.

10(5) The nominating committee shall at least 14 days prior to the date of the annual meeting cause to be published in Show Trail Magazine or any provincially circulated magazine, or by correspondence to the Federation's members, its recommendations together with the names of all individual members who have been nominated to the Board of Directors.

10(6) The nominating committee shall present the list of nominees at the annual meeting. In the event there are insufficient names to fill the vacancies on the Board, individual members who are present at the annual meeting and who assent may be nominated by an individual member at the meeting.

11. ELECTIONS:

11(1) An election for the purpose of selecting new Directors to the Board shall be held at the annual meeting.

11(2) Voting for the Board of Directors shall be by ballot.

- 8 -

11(3) Election to the Board of Directors shall be determined by the number of ballots cast for each candidate, with those receiving the majority of votes elected to the Board.

11(4) In the event of a tie vote, the nominating committee shall cast the single deciding ballot.

11(5) The election of a Director-At-Large to the Board of Directors shall be by nomination from the floor at the Annual General meeting of the Federation.

11(6) The election of an individual member to the Director-At-Large shall be determined by the number of ballots cast for each candidate, with the one receiving the majority of the votes elected to the Board of Directors for a one year term.

12. MEETINGS:

12(1) The annual meeting of the Federation shall be held within 90 days following the fiscal year end.

12(2) The directors of the Board shall be provided with 7 days notice of all general or special meetings.

12(3) The Executive Committee shall meet as required at the call of the President for the adequate dispatch of Federation business.

12(4) The President, or in his absence, one of the Vice-Presidents, shall have authority to call such meetings as he deems necessary.

12(5) A majority of the Board of Directors or Executive Committee may jointly, in writing, request the President to call a meeting of the Board of Directors or Executive Committee, and the President shall forthwith cause such a meeting to be held.

13. VOTING:

13(1) At the annual meeting of the Federation, all valid individual members have the right to one vote.

13(2) Each corporate member has the right to one vote at the annual meeting, if the person attending the annual meeting on behalf of the corporate member is registered with the Federation as the voting individual for that corporate member and is himself a valid individual member in good standing of the Federation.

13(3) No sustaining member has the right to vote at the annual meeting.

13(4) At meetings of the Board of Directors, all elected members and the immediate available Past President have a right to one vote.

13(5) At meetings of the Executive Committee, all elected members and the immediate available Past President have the right to one vote.

- 9 -

14. VOTING BY PROXY:

14(1) Any member of the Federation who has the right to vote at an annual meeting or a special meeting of the membership shall be entitled to vote by proxy in accordance with the procedures and forms of proxy established by the Board from time to time.

15. COMMITTEES AND REGULATIONS:

15(1) The Board of Directors may appoint standing committees to discharge the functions described by the Board of Directors as its terms of reference. The terms of reference and appointments to committees shall ensure that the membership of the Federation is represented on each committee on an equitable basis, according to discipline and provincial region. Each committee shall report all action at least annually to the Board of Directors for presentation to the annual meeting of the Federation for consideration by the members.

16. EXECUTIVE DIRECTOR:

16(1) The Executive Committee of the Federation shall hire an Executive Director who will manage the affairs of the Federation according to the policies as determined by the Board and Executive Committee and the provisions of the Constitution and Bylaws.

16(2) The Executive Director shall report directly to the President and the Vice President, Administration/Finance, who shall comprise the management committee of the Executive Committee of the Board of Directors.

16(3) The Executive Director shall be a member of the Executive Committee, but shall have no voting privileges. S/he shall attend all meetings of the Federation and shall maintain liaison with the membership.

17. FISCAL YEAR:

17(1) The fiscal year of the Federation shall be the calendar year.

18. AUDITORS:

18(1) The Board of Directors shall in each and every year, appoint an auditor who shall audit the accounts and financial records of the Federation, and shall present his report at

the annual meeting of the Federation for inspection and passage by the membership of the Federation. The remuneration shall be fixed by the Board of Directors.

18(2) The auditor shall be from a firm of Chartered Accountants, and shall be independent of the membership of the Federation.

- 10 -

19. SIGNING AUTHORITY:

19(1) Three members of the Executive Committee shall have signing authority on any written document or instrument of the Federation.

19(2) Two signatures shall be required on all cheques of the Federation.

19(3) The Board of Directors shall by resolution determine those persons of the Executive Committee who shall have signing authority.

20. HEAD OFFICE:

20(1) The head office of the Federation shall be located at 2205 Victoria Avenue, Regina, Saskatchewan, unless the Executive Committee rules otherwise.

21. LIAISON:

21(1) The Executive Director shall maintain liaison with government agencies whose co-operation and support may be of benefit to the Federation. Among other things, this liaison shall include placing official representatives of these agencies on the mailing list for the Federation's report and publication and inviting such representatives to attend the meetings of the Federation. The executive committee shall have power to invite each of those agencies to name an honorary director who may attend meetings of the Board of Directors without voting privileges.

21(2) Through its Executive Committee in general and its Executive Director in particular, the Federation shall maintain liaison with the Saskatchewan Livestock Board, the Canadian Equestrian Federation, the membership of the Federation, and such other organizations as may further its purposes and objectives.

22. AMENDMENTS TO THE CONSTITUTION:

22(1) Amendments to the Constitution may be made at the annual general meeting of the Federation by a two-thirds majority vote of the members present, provided written notice is given by the mover of the amendment to all members of the Federation at least 14 days before the amendment is presented at the annual general meeting.

- 11 -

23. BY-LAWS AND REGULATIONS:

23(1) The Board of Directors shall have authority to make such by-laws and regulations as may be necessary to implement the constitution effectively and not inconsistent with it to ensure the smooth functioning of the Federation.

23(2) If a decision of some urgency must be made and the constitution or related regulations and by-laws do not seem to cover the matter adequately, the Board of Directors shall have authority to take such action as it deems necessary and shall report such action at the next annual meeting of the Federation within whose jurisdiction final responsibility for the constitution rests.

23(3) Any action taken pursuant to paragraph (2) above shall be deemed to be effective and binding on the Federation until such time as the decision is, by a majority vote of the members, specifically impugned.

24. PUBLICATIONS:

24(1) The Executive Committee shall publish such materials as from time to time prove to be of assistance in pursuing the aims and objectives of the Federation.

25. INTERPRETATION OF CONSTITUTION AND RELATED REGULATIONS AND BY-LAWS:

25(1) In these documents the singular shall include the plural, the plural shall include the singular, and the masculine shall include the feminine.

25(2) In the event of conflict of opinion about the interpretation of this constitution or any of its regulations and by-laws, the ruling of the President shall prevail unless and until the matter can be referred to the next annual meeting of the Federation.

26. DISSOLUTION:

26(1) Upon dissolution of the Federation, its properties and assets shall, after payment of all liabilities, be transferred to any successor organization which follows the aims and objectives of the Federation. In the event there is no successor organization, the properties and assets of the Federation shall be donated to the Western College of Veterinary Medicine, Equine Health Research Fund, University of Saskatchewan.

Amendments as of February 18, 1995 included.