

ONTARIO HUNTER-JUMPER ASSOCIATION

CONSTITUTION AND BY-LAW

1. The seal of the Ontario Hunter-Jumper Association, hereinafter called “the Association”, shall be in such form as may be prescribed by the Directors of the Association and shall have the words “ONTARIO HUNTER-JUMPER ASSOCIATION” endorsed thereon.
 - 1.1 The French version of the name is “ASSOCIATION DE CHASSEUR-SAUTEUR DE L’ONTARIO.
 - 1.2 The purpose of the Association is to develop and administer programs for horse and rider development within the gold level hunter jumper industry in Ontario without purpose of pecuniary gain. The Association is affiliated with Equine Canada and Jump Canada, which is, itself, a committee of Equine Canada.

MEMBERSHIP

2. Membership in the Association shall consist of the following classes:
 - (a) Individual Senior Members, being at least 18 years of age, who have paid a membership fee for the current year, and are therefore entitled to one vote.
 - (b) Individual Junior Members, being under the age of 18 years at the commencement of the calendar year, who have paid a membership fee for the current year. Individual Junior Members are not entitled to vote at members’ meetings.
 - (c) Corporation and Farms, being any corporate or farm structure primarily devoted to the aims and objectives, of the Association and Equine Canada, who have applied for and been admitted to membership by the Board of Directors and have paid the prescribed membership fees. One member of the Corporation/Farm must be a Senior OHJA member. Corporation and Farms are not entitled to vote.
 - (d) Honourary Members, being those persons who have been elected to honorary membership by the Board of Directors. Honourary members are not entitled to vote, and shall not be required to pay membership fees.
 - (e) Any member may be asked to resign by a vote of two-thirds (2/3) of the votes cast by members present at an annual meeting or by two-thirds (2/3) of the votes cast at a meeting of Directors. Failing such resignation, the membership shall be cancelled without notice. The

member being asked to resign must receive 21 days notice of such request, such notice to be sent by registered mail.

ANNUAL DUES

3. Annual dues for each class of membership (except honorary members) shall be established from time to time by resolution of the Board of Directors. The Board of Directors shall also prescribe a final date of payment of dues in each fiscal year after which any member who has not paid annual dues shall forfeit membership in the Association.

HEAD OFFICE

4. The head office of the Association shall be situated in Toronto or at such other place in Ontario as may be determined by special resolution.
5. The Association may establish such other offices and agencies elsewhere within Ontario as the Board of Directors may, by resolution, deem expedient.

BOARD OF DIRECTORS

6. (a) The Affairs of the Association shall be managed by a Board of Directors, all of whom shall be individual Senior Members of the Association, residents of Ontario, and elected or appointed as hereinafter provided.
- (b) The Officers of the Association (President, Vice-President, Secretary or Treasurer) shall hold office for no more than two consecutive three year terms except as provided in 6(e).
- (c) The Board of Directors shall consist of (11) eleven elected members; the (12) twelfth member shall be the Past President. Commencing at the Annual General Meeting in 2010, three (3) directors shall be elected for one (1) year term, four (4) shall be elected for a two (2) year term and four (4) shall be elected for a three (3) year term. Thereafter, Directors shall be elected each year for three year terms.
- (d) The Directors may, by resolutions, appoint Honourary Directors and Honourary Life Directors who shall be entitled to attend meetings of the Board of Directors, but shall not have a vote.
- (e) The immediate Past President of the Association shall be a member of the Board of Directors, and shall be the Honorary Chairperson of the Board of Directors and shall have a vote. The President shall have a second or casting vote in the event of a tie vote.
7. (a) The office of Director shall be vacated:

- (i) If a Director resigned his office by delivering a written resignation to the Secretary of the Association; or
 - (ii) If at a special general meeting of members called for that purpose, a resolution is passed by two-thirds (2/3) of those present at the meeting that he/she be removed from office; or
 - (iii) Failure to attend three (3) consecutive meetings without cause; or
 - (iv) On death of a director
- (b) A quorum of Directors may, by resolution, fill any vacancy in the Board of Directors for the remainder of the term by appointing to the Board any individual Senior Member who is a resident of Ontario, a member of the Association, and who consents to be a Director.
- (c) A retiring Director may remain in office until the dissolution or adjournment of the meeting at which a successor is elected or appointed.
- (d) A Director shall hold office until the third annual meeting of members following election or appointment, subject to Section 7 (a) hereof.
8. The President shall call meetings of the Board of Directors at any time and place to be determined by the Directors, provided that 21 days' notice of such meetings shall be sent in writing to each Director by the Secretary. No formal notice shall be necessary for a meeting of the Directors convened immediately following an annual meeting of the Association, nor for any other meeting if all Directors are present at the meeting or waive notice thereof in writing.
9. A special resolution of the Board of Directors shall be called when requested in writing by not less than five (5) Directors on at least five (5) days' notice delivered, mailed, telephoned, emailed or faxed to each Director.
10. Fifty (50) percent of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
11. Directors, as such, shall not receive any remuneration for their services but, by resolution of the Board, their reasonable expenses may be allowed for their attendance at each regular or special meeting of the Board. Such sums shall be paid to the Directors as the Board members may by resolution determine.
12. The Directors may exercise all such powers of the Association as are not, by the Corporations Act or by this Constitution and By-Law, required to be exercised by the members at general meetings. The Board may appoint such agents and engage such

employees as it shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

13. The Board of Directors shall take such steps as they may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association. The support of a patron(s) may be solicited from time to time. Such patron(s) shall be nominated by the President and approved by the Board of Directors.

MEMBERS' MEETINGS

14. There shall be an annual general meeting of the Association to be held each year at such time and place in Ontario as the Directors may designate. Twenty-one (21) days' prior written notice shall be given to each member of the annual meeting. Thirty (30) members eligible to vote and present in person at an annual meeting shall constitute a quorum. No proxy vote is permitted to fulfill the quorum requirements or otherwise.
15. At the annual general meeting of the members:
 - (a) A report from the President, Secretary/Treasurer of the Association shall be given, as well as a report on the election of Directors.
 - (b) The accountant's comments with respect to the immediate past fiscal year shall be presented to the members, and the members shall appoint an external accountant for the next ensuing fiscal year pursuant to Section 33 herein.
 - (c) The President shall be the representative to the Ontario Equestrian Federation and should further representation be permitted, then the Board of Directors shall designate the additional representative.
16. A special general meeting of the members shall be called when requested in writing by not less than five (5) Directors or by not less than ten (10) percent of the members entitled to vote at such meeting. Twenty-one (21) days' prior written notice shall be given to each member of any special general meeting of members. Thirty (30) members eligible to vote and present in person at a special general meeting shall constitute a quorum.

ELECTION OF DIRECTORS

17. An election of Directors as set out herein shall be held annually at the annual general meeting of the Association.
18. (a) A nominating committee shall be appointed by the Past President, who will be the

nominating committee chairperson, at least thirty (30) days prior to mailing of notice of the annual meeting of the Association, and shall consist of the Chairperson and a minimum of four (4) individual Senior Members, approved by the Board, who do not intend to stand for election for the coming year.

- (b) The nominating committee shall provide the Secretary with a slate of nominees in accordance with the terms of Section 6, paragraphs (b) and (c), who have consented to stand for election as Directors.
 - (c) Notice of the slate of nominees so put forward by the nominating committee after presentation to the Board of Directors shall be sent to the members along with notice of the annual general meeting of the Association, along with a nomination form in accordance with the Corporations Act.
 - (d) Any individual senior member may nominate any other individual Senior Member, who is a resident of Ontario, for election as a Director provided such nomination is made in writing, contains the written consent of the nominee to act as a Director of the Association endorsed in writing by three (3) other individual members, and is provided to the Secretary/Treasurer before nominations are closed at the annual general meeting.
 - (e) A Director may be nominated from the floor of the annual general meeting provided such nominee shall have consented to stand for election and shall be endorsed in writing by three (3) other Senior Members.
 - (f) The election of Directors will be chaired and conducted by the Chairperson of the nominating committee.
19. Individual members shall elect their Directors as described in Section 6 (c) herein as follows:
- (a) Individual Junior Members shall not be entitled to vote.
 - (b) With respect to the election of these Directors, individual Senior Members may cast as many votes as there are positions to be filled provided that a member may cast a maximum of one vote to any one nominee.

OFFICERS

20. (a) The officers of the Association, who will be elected from the Board of Directors, shall be an Honourary Chairperson (being the immediate Past President), a President, Vice President, Secretary/Treasurer. All of these (other than the Honourary Chairperson) shall be elected annually by the Board of Directors as soon as may be convenient after the annual or other meeting of the Association, and who shall hold

office during the ensuing years, subject to Section (7), or until their successors are duly elected. All officers shall be individual Senior Members. No member shall be President for more than two (2) consecutive three (3) year terms. No Officer of the Association shall remain an Officer for more than (6) six consecutive years.

(b) The President and Vice President to qualify for election must have been a director prior to their election.

DUTIES OF THE OFFICERS

21. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have the general and active management of the business of the Association. He/she shall see that all orders and resolutions of the Board are carried into effect and he/she or a Vice President with the Secretary/Treasurer or other office appointed by the Board for the purpose shall sign all By-Laws and other documents requiring the signature of the officers of the Association and shall authenticate the corporate seal. The President will be an ex officio member of all committees and the Association's representative to the Ontario Equestrian Federation.
22. The Vice President shall, in the absence or disability of the President, perform the duties of the President and such duties, as shall from time to time, be imposed by the Board or such duties as may be delegated by the President.
23. The Secretary or an appointee shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all meetings of the members and record all votes and minutes of all proceedings in the book to be kept for the purpose. He/she shall give or cause to be given notice of all meetings of the Board of Directors or members and shall perform such duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall be custodian of the corporate seal for the Association. He/she shall also perform such other duties as may from time to time be determined by the Board.
24. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial position of the Association. He/she shall also perform such other duties as may from time to time be determined by the Board. He/she shall give the Association a bond in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his/her office and for the resignation, retirement or removal from the office, of all books, papers, vouchers,

money and other property of whatever kind in his/her possession or under his/her control belonging to the Association. The Treasurer shall, so far as possible, have financial accounting skills.

ADDITIONAL DUTIES

25. The Board of Directors shall, in addition to managing the affairs of the Association:
- (a) Interpret and enforce the rules and regulations of the Association;
 - (b) Appoint the President and a second Director, if permitted, as representatives to the Ontario Equestrian Federation.

PROTECTION OF DIRECTORS AND OFFICERS

26. Every director and officer of the Association and his/her heirs, executors and administrators and estate and effects, respectively shall from time to time and at all times be indemnified and save harmless out of the funds of the Association from and against:
- (a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his/her office; and
 - (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
27. No act or proceeding of any director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board of Directors.
28. Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

FISCAL YEAR

29. The fiscal year of the Association shall terminate on the 31st of December in each year, or on such other date as the Directors may from time to time fix by resolution.

REGIONS

30. Subject to the provisions of Section 130 of the Corporations Act, the Board of Directors may divide the province into regions and may authorize the formation of regional organizations where requested to do so by members in such regions.

AMENDMENT OF CONSTITUTION AND BY-LAW

31. This Constitution and By-Law may be added to and/or altered and/or amended at any general meeting of the Association by a vote of not less than two-thirds (2/3) of the voting members present at the meeting; provided, however, that the amendments, alterations and/or additions have been submitted to the Secretary of the Association so as to permit the giving of twenty-one (21) days' notice in writing of the proposed amendments to all members of the Association.
32. At all meetings of members of the Association, every question shall be determined by a majority vote of the eligible voting members present, unless otherwise specifically provided for by the Corporations Act or by this Constitution and By-law.

ACCOUNTANT

33. The members shall, at each annual general meeting, appoint an accountant to review the financial statements of the Association to hold office until next annual general meeting, provided that the Directors may fill any casual vacancy in the office of the accountant. The Board of Directors shall fix the remuneration of the accountant.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

34. Contracts, documents or other instruments in writing requiring a signature of the Association shall be signed by one of the President, Vice President, Secretary/Treasurer or member of the executive committee and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by by-law to appoint any officer or officers on behalf of the Association either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

COMMITTEES AND REGULATIONS

35. The Board of Directors may appoint such committees and may prescribe such regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that any such regulation shall have force and effect only until the next annual general meeting of

the members of the Association when they shall be confirmed, and if default of confirmation at such meeting they shall at and from that time cease to have force and effect.

36. Each committee shall have an OHJA Board member as one of its members. Each committee shall report all actions at least annually to the Board of Directors for presentation to the annual general meeting of the Association for consideration by the members. The President of the Board shall be an ex officio member of all committees.
37. In this Constitution and By-Law the singular shall include the plural and the plural the singular. The masculine shall include the feminine. "Region" shall mean such regions as the Directors may from time to time designate.
38. By-Law No. _____ as amended is herein repealed.

PASSED by the Board of Directors and sealed with the corporate seal
 this _____ day of _____, 2009.

 Secretary c/s

CONFIRMED by the members this _____ day of _____, 2009.

 Secretary c/s