

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 CHASSEURSAUTEUR DE L’ONTARIO.
 - 1.2 The Association is a not-for-profit Association and, as such, no part of its income shall be payable to, or otherwise available for, the personal benefit of any member, director, or officer.
 - 1.3 The purpose of the Association is to develop and administer programs for horse and rider development within the hunter jumper industry in Ontario without purpose of pecuniary gain. The Association is affiliated with Equestrian 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) Business and Farms, being any corporate or farm structure primarily devoted to the aims and objectives, of the Association and Equestrian 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. Businesses 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.
3. 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 electronic and registered mail.

ANNUAL DUES

4. Annual dues for each class of membership (except honorary members) shall be established from time to time by vote 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

5. The head office of the Association may be situated in Toronto or at such other place in Ontario as may be determined by special resolution.
6. 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

7. (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, unless otherwise approved by the Board of Directors, except as provided in 7(e).
(c) The Board of Directors shall consist of (11) eleven elected members; the (12) twelfth member shall be the Past President. Directors shall be elected 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.
8. (a) The office of Director shall be vacated:
 - (i) If a Director resigned his or her 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 8 (a) hereof.
9. 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. 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.
 10. 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 or emailed to each Director.
 11. Fifty (50) percent of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
 12. 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.
 13. 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.
 14. 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.

MEMBERS' MEETINGS

15. There shall be an Annual General Meeting (AGM) of the Association to be held each year at such time and place in Ontario as the Directors may designate. The Directors may also choose to hold this AGM virtually. Twenty-one (21) days prior written notice shall be given to each member of the annual meeting, indicating where and when this meeting shall take place (including any virtual/video-call details). This Notice shall be delivered through a mass email ~~to the membership, to those members that have provided an email address, and will also be~~

posted on the OHJA website and on Social Media Accounts. Not less than eight (8) Members of the Board of Directors who present in person plus no less than five (5) senior voting members of the Association present in person at the AGM shall constitute a quorum – “present in person” shall also be defined as people that are present through virtual means, in the case of a virtual AGM. No proxy vote is permitted to fulfill the quorum requirements or otherwise.

16. At the annual general meeting of the members:

- (a) A report from the President, Secretary/Treasurer of the Association and Chairs of the Committees 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 Ontario Equestrian and should further representation be permitted, then the Board of Directors shall designate the additional representative.

17. 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. Not less than eight (8) members of the Board of Directors and not less than five (5) senior voting members of the Association eligible to vote and present in person at a special general meeting shall constitute a quorum.

ELECTION OF DIRECTORS

18. An election of Directors as set out herein shall be held annually at the annual general meeting of the Association.

19. (a) When there is a vacancy on the Board of Directors, a call for nominations will be sent to the membership at least 30 days prior to the Annual General Meeting of the Association and nominations will be sent to the Board of Directors.

(b) Nominees to fill vacancies on the Board of Directors will be presented to the membership at the Annual General Meeting for consideration and vote. Nominees who receive a majority of votes at that meeting will be appointed to the Board of Directors.

(c) 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.

(d) A Director may be nominated from the floor of the annual general meeting provided such nominee shall have consented to stand for election.

~~(e) The election of Directors will be chaired and conducted by the President of the~~

Association.

20. Individual members shall elect their Directors as described in Section 7 (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

21. (a) The officers of the Association shall consist of the Honourary Chairperson (being the immediate Past President), President, Vice President, Secretary, and Treasurer. Except for the Honourary Chairperson, all officers shall be elected annually by the Board of Directors at the first meeting following the annual meeting of the Association, or as soon thereafter as practicable. Each officer shall hold office until the expiration of their term, or until a successor is duly elected, subject to section (7). All officers must be individual Senior members in good standing.

(b) The President shall not serve more than two (2) consecutive terms of three (3) years each, unless otherwise approved by the Board of Directors.

(c) No individual shall serve as an officer of the Association for more than six (6) consecutive years in any capacity, unless otherwise approved by the Board of Directors.

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

(e) While succession planning is expected such that the Vice President will become the President and either the Secretary or Treasurer will become the Vice-President, it is open to the officers to decline the promotion. Vacant officer positions will then become open for other Directors to apply to.

DUTIES OF THE OFFICERS

22. 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 officer 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 Ontario Equestrian.

23. 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.

24. 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. The Secretary is required to approve the minutes of each meeting as to form and content before they are circulated to other Board members.
25. 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

26. 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) The President shall act as a liaison with Ontario Equestrian (OE).

PROTECTION OF DIRECTORS AND OFFICERS

27. 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.

28. 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.
29. Directors may reply 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

30. 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.

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. Under special circumstances, as approved by the Board of Directors, the Board may approve minor, non-membership related changes to these By-Laws to be presented to the membership at the AGM for retroactive review and approval.
33. 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

34. 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 approve the remuneration of the accountant.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

35. Contracts, documents or other instruments in writing and electronic 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

- 36. 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.
- 37. Each committee shall have an OHJA Board member as Chair or Co-Chair of the Committee. 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.
- 38. In this Constitution and By-Law the singular shall include the plural and the plural the singular. The masculine shall include the feminine.

PASSED by the Board of Directors and sealed with the corporate seal
This 17th day of November, 2025.



Secretary c/s

CONFIRMED by the members
This 1st day of December, 2025.



Secretary c/s