

## **CanTRA POLICY BOOK**

### **A—2 BY-LAWS**

*Also available in French.*

#### **DEFINITIONS**

“Board” shall refer to the Board of Directors of the Corporation

“Member” shall refer to a member in good standing with the Corporation

“Mail” shall include electronic mail

The singular shall include the plural and the plural the singular [Ref: 44]

The masculine shall include the feminine [Ref: 44]

#### **CORPORATE SEAL**

1. The seal of the Corporation shall be in such form as shall be prescribed by the provisional directors of the Corporation and shall have the words CANADIAN THERAPEUTIC RIDING ASSOCIATION inscribed thereon.

#### **PURPOSE**

2. The aims and objectives of the Corporation are:

- \* To provide and promote therapeutic riding for persons with disabilities throughout Canada
- \* To establish and maintain standards of horseback riding as a therapeutic, recreational and sports activity in collaboration with medical, educational and other relevant professions
- \* To develop and maintain the highest standards in therapeutic riding program excellence for certified Canadian therapeutic riding instructors and within CanTRA centres
- \* To support the development of competitive para-equestrian sport as a therapeutic activity for persons with disabilities by providing information to CanTRA member centres
- \* To promote research in all aspects of therapeutic riding
- \* To provide a continuing education program of seminars and conferences for instructors and centres in the field of therapeutic riding

#### **CONDITIONS OF MEMBERSHIP**

3. Membership in the Corporation shall be open to persons and organizations interested in furthering the purposes of the Corporation. Membership shall be granted to such persons who have applied for and

been accepted into membership in the Corporation by ordinary resolution of the Board or in such other manner as may be determined by the Board.

4. There shall be two classes of members in the Corporation, namely Class A members and Class B members

4.1 Class A voting membership

(i) Class A membership shall be available in the following categories and such other categories that the Board by by-law may determine:

(a) Individual membership shall be open to any individual approved pursuant to Article 3 upon payment of the membership fee. Members eighteen (18) years of age or older are eligible to vote.

(b) Therapeutic Riding Centre membership shall be open to any therapeutic riding centre approved pursuant to Article 3 upon payment of the membership fee. Each Therapeutic Riding Centre member shall hold one vote.

(c) Provincial Therapeutic Riding Association membership shall be open to any such association approved pursuant to Article 3 upon payment of the membership fee. Each Provincial Therapeutic Riding Association member shall hold one vote.

(d) Life membership may be bestowed on individuals designated by the Board who satisfy such conditions as the Board shall determine or who pay the Life membership fee. Life members are eligible to vote.

(ii) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(iii) Class A voting members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation and each such voting member shall be entitled to one (1) vote at each such meeting.

4.2 Class B non-voting membership

(i) Class B membership shall be available in the following categories and such other categories that the Board by by-law may determine:

(a) Association membership shall be open to any non-profit society, association or group approved pursuant to Article 3 upon payment of the membership fee. Association members are not eligible to vote.

(b) Corporate membership shall be open to any for-profit corporation or other business approved pursuant to Article 3 upon payment of the membership fee. Corporate members are not eligible to vote.

(c) Supporting membership shall be open to any individual wishing to support the Corporation through a formal relationship approved pursuant to Article 3 upon payment of the membership fee. Supporting members are not eligible to vote.

(d) Honorary membership may be bestowed on a complimentary basis upon individuals designated by the Board who satisfy such conditions as the Board shall determine. Honorary members include Honorary Directors. Honorary members are not eligible to vote.

(ii) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation, excepting Honorary membership, which shall be ongoing, provided the conditions set by the Board for this category are met.

(iii) Class B non-voting members shall not be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

5. The annual membership fees, if any, of all categories of members heretofore described shall be determined from time to time by the Board.

6. Any member may withdraw from the Corporation by delivering to the Secretary of the Corporation a written resignation or shall be deemed to have withdrawn upon the non-payment of the annual membership fee when due.

7. Any member may be required to resign by a vote of the majority of the members present in person or by proxy at an annual meeting or special general meeting of the members.

### **HEAD OFFICE**

8. The head office of the Corporation shall be located in such province or territory in Canada as the Board may choose from time to time where the business of the Corporation may be carried on.

9. The Corporation may establish such other offices and agencies elsewhere within Canada as the Board may deem expedient by resolution.

### **BOARD OF DIRECTORS**

10. The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.

11. The property and business of the Corporation shall be managed by a Board of Directors of not less than three (3) and not more than twelve (12) directors of whom three (3) shall constitute a quorum.

12. At each annual meeting of the members of the Corporation, three (3) directors shall be elected for a three-year term to replace the three (3) directors who retire from office at each such annual meeting on the expiration of the term for which such directors were elected. The remaining directors of the Corporation shall consist of:

the Past President, if any;  
the Secretary;  
the Treasurer

13. No person shall be eligible to stand for election as a director unless that person is a member of the Corporation.

14. A person shall not be eligible to stand for re-election as a director if he has just completed three (3) consecutive terms as a director, provided that the directors may by resolution extend the term of a director who has been elected President in order to permit such President to hold office as a director and President pursuant to the provisions of this By-law relating to the term of office of President.

**15.** The office of director shall be automatically vacated if any of the following situations arises prior to the completion of a director's term of office:

- (a) a director shall resign his or her office by delivering a written resignation to the Secretary of the Corporation;
- (b) a director fails to attend two (2) or more consecutive directors' meetings, subject to the absolute discretion of the Board
- (c) on death,

provided that, if any vacancy shall occur for any reason in this paragraph contained, the directors may by resolution fill the vacancy with a member of the Corporation.

**16.** Meetings of the Board may be held at any time and place to be determined by the directors, provided that twenty-one (21) days' notice of such meeting shall be sent in writing to each director. No formal notice shall be necessary if all directors are present at the meeting or waive notice thereof in writing.

**17.** Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expense incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

**18.** A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected.

**19.** The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

**20.** The Board shall take such steps as they may deem requisite to enable the Corporation to receive donations and benefits, including stocks and shares, for the purpose of furthering the objects of the Corporation.

**21.** The members of the Board may appoint Honorary Directors to help promote the Corporation to the public and potential sponsors. Honorary Directors, as such, are not eligible to vote.

**22.** The members of the Board may appoint an Advisory Council of not less than three (3) and not more than seven (7) persons distinct and separate from the Board. The Advisory Council shall provide expert financial, fund-raising and other relevant guidance to the Board. Members of the Advisory Council shall be members of the Corporation and are eligible to vote.

## **OFFICERS**

**23.** The officers of the Corporation shall be the Past President (if any), the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice-President, Secretary and Treasurer and such other officers as the Board may by By-Law determine. The President may not hold any other office at the same time.

- 24.** The officers of the Corporation shall be elected by the Board from among the directors or members in good standing at each annual meeting of the directors.
- 25.** The terms of office of the officers of the Corporation shall be as follows:
- (a) The Past President shall be the last retired President and shall hold office for two (2) years or until the incumbent president retires and assumes the position of Past President.
  - (b) The President shall hold office for two (2) years or until his successor is elected from among the directors at each annual meeting of the directors. The President may not hold office as such for more than two (2) consecutive terms of two (2) years each;
  - (c) The First Vice-President shall hold office for two (2) years or until his successor is elected from among the directors at each annual meeting of the directors;
  - (d) The Second Vice-President shall hold office for two (2) years or until his successor is elected from among the directors at each annual meeting of the directors;
  - (e) The Secretary shall hold office for one (1) year or until his successor is elected or appointed. He shall be elected by the Board from among the directors or members at each annual meeting
  - (f) The Treasurer shall hold office for three (3) years or until his successor is elected or appointed. He shall be elected by the Board from among the directors or members at each annual meeting of the directors.
- 26.** Officers, as such, shall not receive any remuneration for their services, unless and until remuneration is first authorized by resolution of the Board and subject to the provisions in paragraph 29 below.
- 27.** The Board may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 28.** The remuneration of all agents and employees shall be fixed by resolution of the Board. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members, and in the absence of such confirmation the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

### **DUTIES OF OFFICERS**

- 29.** The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board. He shall have the general and active management of the business of the Corporation. He shall see that all orders and resolutions of the Board are carried into effect and he or the 1<sup>st</sup> Vice-President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws and other documents requiring the signatures of the officers of the Corporation. The President shall make an annual report to the members at the annual meeting of the members.
- 30.** The Past President shall serve as Chairman of the Nominating Committee.

31. The 1<sup>st</sup> Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board.

32. The 2<sup>nd</sup> Vice-President shall perform such duties as shall from time to time be imposed upon him by the Board.

33. 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 Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated from time to time by the Board. He shall disperse the funds of the Corporation 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 transactions as Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board.

34. The Secretary shall act as clerk at all sessions of the Board and all meetings of the members and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

## **COMMITTEES**

35. The Board may establish or discontinue committees from time to time as it deems necessary for the furtherance of the aims of the Corporation. The establishment and discontinuation of committees shall be effected by a resolution of the Board.

36. The Board may appoint to any committee individuals who are not directors of the Corporation, either from among the membership of the Corporation or from other sources. Each committee shall include at least one member of the Board as liaison between the committee and the Board. The President shall be an ex officio member of all committees.

37. All committees of the Board shall render to the President and directors at the regular meetings of the Board, or whenever they may require it, an account of their activities.

38. Each committee shall choose a chair from among its members who shall not be a member of the Board.

39. No member of a committee established by the Board shall receive remuneration for his services.

## **NOMINATING COMMITTEE**

40. The Corporation shall have a Nominating Committee composed of three (3) persons as follows:

- (a) The Past President if any, who shall serve as chairperson of the Nominating Committee;  
or

- (b) The President, who shall serve as chairperson of the Nominating Committee in the absence or non-existence of a Past President;
- (c) One or two additional directors, as necessary, who are not officers of the Corporation and who are elected by the Board in order to constitute a Nominating Committee totaling three (3) persons.

## **ELECTION AND DUTIES OF NOMINATING COMMITTEE**

**41.** The Secretary shall send a request for nominations for the Board by mail to all members of the Corporation at least four (4) months before the date fixed for the annual meeting of the membership, and requiring the return of such nominations to him not later than 30 days after the date of the request, after which nominations from the membership shall be deemed to be closed.

**42.1** The Nominating Committee shall in each year prepare and submit to the Secretary at least sixty (60) days before the date fixed for the annual meeting of the membership, for approval by the Board, a slate containing the names of members recommended by the Nominating Committee for each office and directorship to be filled at the annual meeting.

**42.2** The Secretary shall send the slate of candidates for the Board, as recommended by the Nominating Committee and approved by the Board, by mail to all members of the Corporation at least thirty (30) days before the date fixed for the annual meeting of the membership.

**43.** No nomination shall be received or accepted by the Secretary without the signatures of the nominator and two seconders of the nomination and the consent in writing of the nominee to accept the nomination and to act if elected.

**44.** A member's name shall not be placed on the official ballot as a candidate for more than one (1) office nor for more than one (1) directorship, and if a member is nominated for more than one (1) office or for more than one (1) directorship the Secretary shall require him to elect which such office or directorship he wishes to contest and failing such election, such member's name shall be placed on the ballot as a candidate for the office or directorship first mentioned thereon for which he was nominated.

**45.** In the event of resignations from a directorship or office in mid-term by director or officer, the Nominating Committee shall, upon being so directed by the Board, recommend a nominee for each position requiring to be filled.

## **MEETINGS**

**46.** Meetings of the membership shall be conducted as follows:

**46.1** The annual meeting of members of the Corporation shall be held within five months of the end of the fiscal year by any combination of the following means as the Board may designate:

- at the head office of the Corporation or elsewhere in Canada
- by proxy vote
- by telephonic means

At such meeting the members shall elect a Board and shall receive a report of the President.

**46.2** Thirty (30) days' prior written notice shall be given to each member of any annual or special general meeting of members.

**46.3** A quorum for a meeting shall be members present not being less than three (3) in number and representing in person or by proxy not less than five (5) percent of the members of the Corporation. A quorum for a meeting duly called for the purpose of amending the By-laws or for the dissolution of the Corporation shall be members present not being less than three (3) in number and representing in person or by proxy not less than ten (10) percent of the members of the Corporation.

**46.4** Absentee voting by members is permitted by proxy. A member may appoint as his proxy any other member to vote at any annual or special general meeting. Each member present at a meeting shall have the right to exercise one vote on his own behalf and such further proxy votes as shall be authorized, by written document lodged with the Secretary before the meeting, to exercise on behalf of other members.

**46.5** Voting at a meeting shall be conducted by a show of hands of members present in person, counting of votes of members present by telephone, and counting of proxy votes of absentee members. The result of each vote shall be announced to members present in person or by telephone immediately upon conclusion of counting of the votes cast.

**46.6** At all meetings of members of the Corporation every question shall be determined by a majority of votes, unless otherwise specifically provided by the Canada Not-for-Profit Corporations Act or these By-laws, except a special resolution shall be determined by a two-thirds majority.

**47.** Meetings of the Board shall be conducted as follows:

**47.1** The Board may meet by teleconference, provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the directors at a meeting of the Board.

**47.2** The Board may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
- (b) each director has equal access to the specific means of communication to be used;
- (c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

**47.3** A majority of directors present or by proxy shall constitute a quorum. All resolutions shall be determined by a majority of votes.

## **AMENDMENT OF BY-LAWS**

**48.** By-laws of the Corporation may be enacted, and by-laws repealed or amended by by-law enacted, by a majority of the directors at a duly constituted meeting of the Board and sanctioned by an affirmative

vote of at least two thirds of the votes of members present or represented by proxy at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister has been obtained.

### **FINANCIAL REPORTING**

49. The Board shall send notice to the membership that the annual financial statements and supplementary financial documents required by the Canada Not-for-Profit Corporations Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge.

### **AUDITORS**

50. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditors.

### **SIGNATURE AND CERTIFICATE OF DOCUMENTS**

51. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any one of the President or 1<sup>st</sup> Vice-President, and any one of the Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

### **RULES AND REGULATIONS**

52. The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

### **DISSOLUTION OF THE CORPORATION**

53. In the event of dissolution of the Corporation, and after payment of all its debts and liabilities, the remaining property shall be distributed to one or more qualified donees.

*Amended and approved at Annual General Meeting, May 27, 2018.*